

COUNTY OF LOUDOUN
DEPARTMENT OF BUILDING AND DEVELOPMENT
MEMORANDUM

DATE: December 31, 2009

TO: Loudoun County Planning Commission

FROM: Evan Harlow, Project Manager

SUBJECT: January 7, 2010 Planning Commission Worksession
Dulles Parkway Center II, Lot 12; FIDP-2008-0002

BACKGROUND:

On December 11, 2008, the Planning Commission considered a Final Development Plan (FIDP) for Dulles Parkway Center-Lot 12. As outlined in previous reports, a Final Development Plan is a non-engineered site plan that is reviewed by the Planning Commission to determine substantial conformance with an approved Concept Development Plan (CDP) and associated proffers. The Final Development Plan submitted for Dulles Parkway Center-Lot 12 was for the development of Lot 12, containing 7.11 acres, into one hundred and twenty-four (124), 2 over 2 multi-family units (including 2 affordable dwelling units). The development of Lot 12 also included approximately 1.44 acres of Landscaped Open Space and 1.65 acres of Active/Passive Recreation Open Space for a total of 3.09 acres of open space. An Informal Park was proposed within the 1.65 acre Active/Passive Recreation Area to include a picnic pavilion and three (3) benches. The Final Development Plan for Lot 12 is the initial phase of Dulles Parkway Center to be reviewed in conformance with the Concept Development Plan and proffers associated with ZMAP-2005-0041.

Subsequent to the December 11, 2008 worksession, the Planning Commission met again on January 8, 2009. At the January 8, 2009 worksession, the Planning Commission identified several issues or concerns regarding the Final Development Plan. These included the crossing of Centergate Drive, usable interior open space, a community focal point, green rooftops, and a more urban residential dwelling unit type. The Planning Commission directed Staff to schedule a meeting between Applicant, Staff, and the Dulles District Commissioner to address the Commission's outstanding questions. The Planning Commission voted to (9-0) to forward the Final Development Plan to a Committee of the Whole Worksession for further discussion upon the completion of the meeting between Staff, the Applicant, and the Dulles District Planning Commissioner.

As directed by the Planning Commission at the January 8, 2009 Committee of a Whole Worksession, Staff, the Applicant, Dulles District Planning Commissioner, and the Leesburg District Planning Commissioner met on January 28, 2009 to discuss the issues and concerns raised at the prior worksession. The main discussions in the meeting focused around providing additional usable open space areas within the interior of the development as well as incorporating a focal point within the open space areas. Additionally, the Planning Commissioners emphasized that the current layout and architecture of the 2 over 2 units appeared similar to developments throughout Loudoun County and encouraged the Applicant to explore a more urban residential dwelling type. The Planning Commissioners emphasized the opportunity for the Applicant to provide a product that is unique for developments surrounding the future Dulles Metro Rail Station. Upon completion of this meeting, the Applicant noted the Commissioner's recommendations regarding the layout and architecture of the unit types and indicated that they would work with their architects and engineers to develop a new unit type and layout.

As a result of the comments and recommendations provided by the Planning Commissioners at the January 28, 2009 meeting, the Applicant consulted with Lessard Group, Inc. and Smith Engineering, Inc. to design a new unit type and development layout. Upon completion of the architectural design and development layout, two meetings were held (June 15, 2009 and July 7, 2009) with the Dulles District Planning Commissioner and Leesburg Planning Commissioner, Staff, and the Applicant. The Applicant presented conceptual renderings of the unit types as well as a conceptual layout of the development. The architectural renderings illustrated an innovative urban design townhouse style unit to replace the previously proposed conventional 2 over 2 unit type. Additionally, the new unit type provided more flexibility to site useable open space parcels interior to the development. The layout rendering also provided a focal point within the interior open space. At the conclusion of the July 7, 2009 meeting, it was agreed upon by the Applicant, Staff, and Planning Commissioners that the revised product and layout was more desirable than what was previously presented to the Planning Commission.

On September 2, 2009, a fourth submission of the Final Development Plan was formally submitted to the County for review. The revised layout proposed the development of one hundred and twenty-one (121) townhome style units with the incorporation of an additional four (4) landscaped open areas interior to the units. The revised interior open space areas equated to an additional 15,681 square feet of useable open space. The open space areas included bench seating as well as a fountain to act as a focal point within the interior of the development.

Upon receipt of the submission, Staff forwarded the Final Development Plan to the Department of Building and Development, Zoning Division for their review. On September 15, 2009, Staff received referral comments from the Zoning Division. The Zoning Division reviewed the Final Development Plan for conformance with the Concept Development Plan, Proffers, and the applicable sections of the Revised 1993 Zoning Ordinance. The Zoning Division's comment letter noted that the revised unit type more closely met the definition of a "Dwelling, townhouse" rather than the definition of a multi-family unit. Article 8 of the Revised 1993 Zoning Ordinance defines a "Dwelling, townhouse" as "one of a group of three or more attached single family dwelling units, separated from each other by continuous vertical party walls without openings for human passage or visibility from basement floor to roof, with no dwelling unit directly above another, and each unit having separate entrances from the outside." Article 8 of the Revised 1993 Zoning Ordinance defines a "Dwelling, multi-family" as, "a building containing five or

more dwelling units not having a separate lot.” Zoning Staff noted that while the applicant may be placing all the units on a single lot, the design of the units meet the definition of townhouse. Zoning Staff further stated in their referral letter that the proposed townhouse style units are not in conformance with the Concept Development Plan or Proffers since proffered Sheet 3 envisioned the development of multi-family units on Lot 12.

Upon the Applicant’s receipt of the comments, the Applicant requested a meeting with Staff to discuss the comments generated by the Zoning Division. On September 29, 2009, a meeting was held between the Applicant, Applicant’s representative (Lessard Group, Inc. and Smith Engineering, Inc.), Zoning Staff, and Building and Development Staff. The meeting focused mainly on Zoning Staff’s interpretation of the definition of townhouse versus multi-family unit. The Applicant asked zoning for clarity on the definition of a multi-family unit. The Applicant noted that he was under the impression that the unit type met the definition of multi-family since each unit was not sited on a separate lot. The Zoning Division reiterated that the revised unit type had characteristics that more closely resemble the definition of a townhouse dwelling rather than a multi-family dwelling. At the conclusion of the meeting, the Applicant indicated that he would continue to work with Lessard Group, Inc on the design on the units in order to meet the definition of a multi-family unit.

On November 3, 2009, Building and Development Staff, Zoning Staff, Applicant and Representative met a second time to discuss the Zoning Division’s comments regarding the definition of a townhouse unit and multi-family unit. The meeting provided the Applicant a chance to further discuss the definition of a townhouse with Zoning Staff. At the conclusion of the meeting, Zoning Staff was receptive to the Applicant submitting exhibits of revised unit type layouts to determine if units would be classified as a multi-family unit or a townhouse unit.

On November 18, 2009, the Applicant and Representative met with the Zoning Division to present a revised 3 over 1 unit type concept. The Zoning Division reviewed the revised 3 over 1 concept and in an email from Mark Stultz, Assistant Zoning Administrator to Steven Aylor, Applicant, dated December 7, 2009, it was the opinion of the Zoning Administration that the proposed units are most similar to a townhouse dwelling as defined by Article 8 of the Revised 1993 Zoning Ordinance. It’s noted in Mr. Stultz’s response that the opinion is not considered a formal determination and that if such request is desired; a written request should be put in writing to Dan Schardein, Zoning Administrator. If a written request is submitted, and Zoning Administration formally determines that the units are more similar to townhouse units, the Applicant then has the option of appealing the determination to the Board of Zoning Appeals. A second option available to the Applicant is to apply for a Zoning Concept Plan Amendment (ZCPA) to change the designated unit type from a multi-family unit to a townhouse unit. A third option provided to the Applicant is to resubmit the Final Development Plan similar to the unit type and layout previously reviewed by the Planning Commission.

After reviewing the three options available to the Applicant, the Applicant has chosen to resubmit the Final Development Plan similar to the unit type and layout previously reviewed at the January 8, 2009 Planning Commission Worksession. While the Applicant believes the revised unit type and layout provided for a more desirable development, the units do not meet the definition of multi-family as defined by the Revised 1993 Zoning Ordinance and therefore are not in conformance with the proffered Concept Development Plan.

Staff understands that time has passed since the last review of the Final Development Plan by the Planning Commission. In order to aid the Planning Commission in their review of the Final Development Plan, Staff has provided a comprehensive project summary that can be found in **Attachment # 1**

RECOMMENDATIONS

Staff has reviewed the Dulles Parkway Center-Lot 12 Final Development Plan and finds the plan is in accordance with the approved Concept Development Plan and Proffers for ZMAP 2005-0041 (Dulles Parkway Center II). In addition, FIDP 2008-0002 contains the requirements listed in Section 4-1103(C) of the Revised 1993 Zoning Ordinance. The proffer and Zoning Ordinance requirements for Lot 12 and how these requirements have been addressed can be found within **Attachments A12-A25 and A26-A29 respectively.**

Staff has reviewed the Final Development Plan and recommends approval based on conformity to the Concept Development Plan, Proffer Statement, and the Revised 1993 Zoning Ordinance.

FINDINGS

1. The Final Development Plan conforms to the approved Concept Development Plan of the Rezoning (ZMAP 2005-0041, Dulles Parkway Center II). **(See Attached CDP and Final Development Plan)**
2. The Final Development Plan conforms to the approved proffers associated with the Dulles Parkway Center II Rezoning (ZMAP 2005-0041). **(See Attachment A12-A25)**
3. The Final Development Plan includes all the plan submission requirements of Section 4-1103(C)(2) of the Revised 1993 Zoning Ordinance. **(See Attachment A26-A29)**

DRAFT MOTIONS

1. I move that the Planning Commission approve FIDP 2008-0002, Dulles Parkway Center II-Lot 12, subject to the Final Development Plan dated August 1, 2008, revised through December 18, 2009 prepared by Bowman Consulting, including the street tree modifications illustrated on plan Sheet 7 and the findings listed as part of this report.

OR

2. I move that the Planning Commission deny FIDP 2008-0002, Dulles Parkway Center-Lot 12, subject to the Final Development Plan dated August 1, 2008, revised through December 18, 2009 prepared by Bowman Consulting, including the street tree modifications illustrated on plan Sheet 7 based on the findings listed below:

OR

3. I move that the Planning Commission forward the Final Development Plan to a future Committee of the Whole meeting for further discussion.

ATTACHMENTS	PAGE NUMBER
1. Project Summary	A1-A11
2. Proffer Requirements with Lot 12 Final Development Plan	A12-A25
3. Zoning Ordinance, Sec. 4-1103(C)(2) Submission Requirements	A26-A29
4. Zoning Ordinance, Sec. 4-1100-Transit Related Center Requirements	A30-A40
5. Proffer Statement dated July 6, 2007 revised through October 11, 2007	A41-A57
6. Zoning Modifications	A58-A61
7. Substitute Tree Location Request/Exhibit A/County Arborist Response	A62-A65
8. FIDP dated 08/01/08 & revised through 12/18/09/ & Exhibit dated 12/16/09	8 sheets in set
9. Concept Development Plan dated November 2005	10 sheets in set

PROJECT SUMMARY

EXECUTIVE SUMMARY

Miller & Smith at Dulles Parkway Center, LLC of McLean, Virginia has submitted a Final Development Plan (FDP) for Dulles Parkway Center II-Lot 12, zoned PD-TRC (Planned Development - Transit Related Center). Section 4-1103(C)(1) of the Revised 1993 Zoning Ordinance requires a Final Development Plan be submitted for review and approval by the Planning Commission prior to commencement of development of the parcel.

This Final Development Plan (FDP) is the first of several Final Development Plans to be submitted for the Dulles Parkway Center II. The portion of Dulles Parkway Center II shown on this FDP is for the development of Lot 12, containing 7.11 acres, into one hundred and twenty-four (124), 2 over 2 multi-family units (including 2 affordable dwelling units). The development of Lot 12 also includes approximately 1.37 acres of Landscaped Open Space and 1.63 acres of Active/Passive Recreation Open Space for a total of 3.0 acres of open space. An Informal Park is proposed within the 1.63 acre Active/Passive Recreation Area to include a picnic pavilion and three (3) benches.

Final Development Plan requirements are unique to the following three zoning districts: PD-TRC (Planned Development Transit Related Center), PD-CV (Planned Development Countryside Village), and the PD-TREC (Planned Development Transit Related Employment Center). The intent of requiring a Final Development Plan is to bridge the gap between the less detailed Concept Development Plan and the engineered site plan. It was determined that this step was necessary to ensure conformance due to the complexity associated with the District requirements and to identify any inconsistencies prior to expenditures associated with final engineering.

Approval of the Final Development Plan serves as meeting the non-engineered site plan requirements such as location of proposed building footprints and elevations, parking, traffic circulation and pedestrian and bicycle circulation, open space areas, landscaping plan and stormwater management size and locations. The Planning Commission shall approve a Final Development Plan if it:

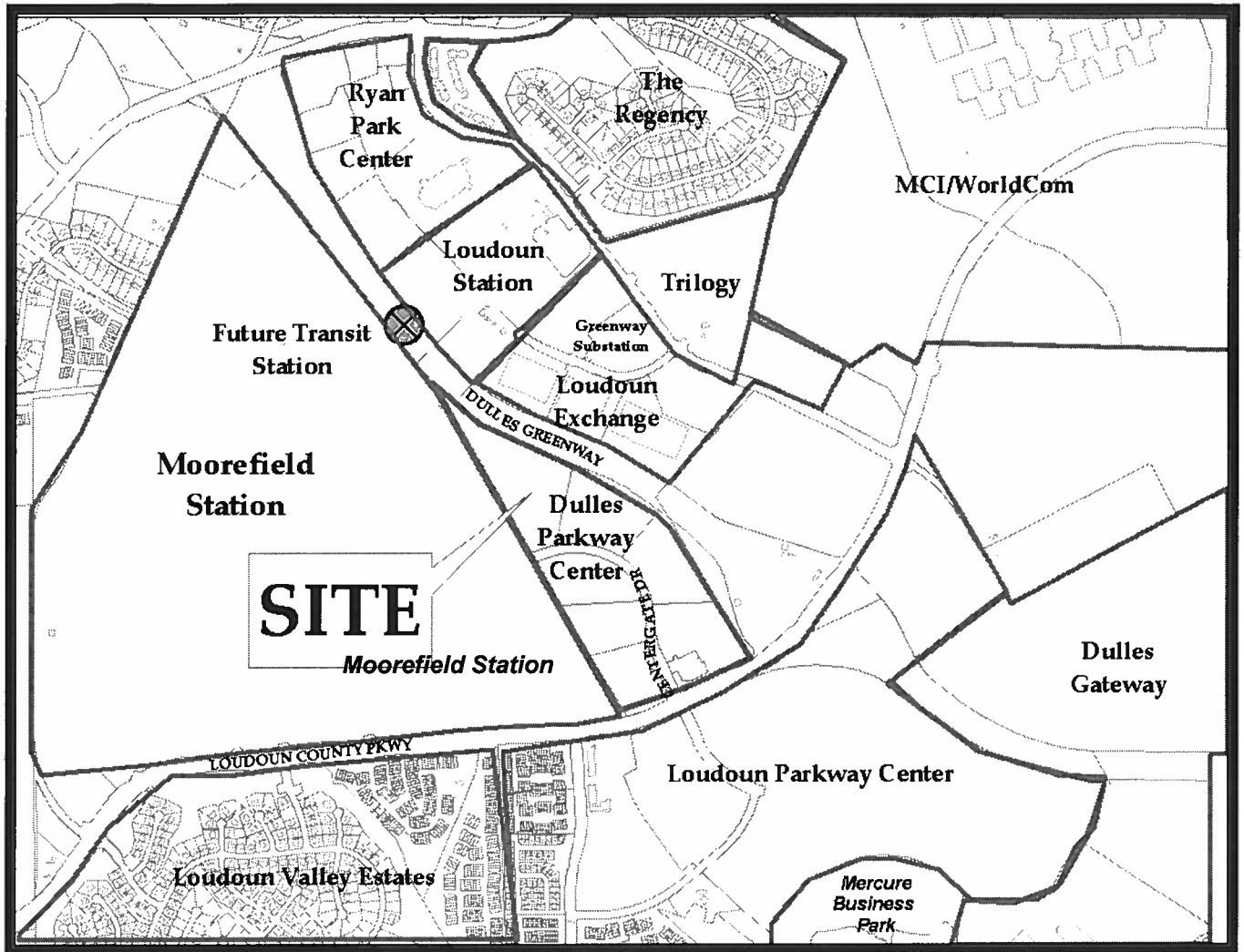
- Conforms to the approved Proffers
- Conforms to the Concept Development Plan (CDP) and;
- Meets the Final Development Plan submission requirements contained in Section 4-1103(C)(2) of the Revised 1993 Zoning Ordinance.

An additional requirement of the PD-TRC district includes the provision for street trees. Section 4-1119 of the Revised 1993 Loudoun County Zoning Ordinance states, "**Street Trees.** Trees shall be planted at a density of no less than one tree per twenty-five (25) linear feet along all areas dedicated for vehicular access. Such trees shall have a minimum caliper of 1 (one) inch and a height at maturity of 15 (fifteen) feet or more. *If in the opinion of the Planning Commission at time of review of the Final Development Plan, upon the advice of the County Urban Forester/Arborist, that street trees will not survive in a given location, substitute plantings or substitute locations may be provided.*"

A letter and exhibit from the Applicant requesting the relocation of street trees along Centergate Drive was submitted to the County Forester/Arborist October 24, 2008 and is found in **Attachment A62-A65**. As illustrated on attached Exhibit A, the Applicant proposes to relocate eleven (11) of the forty-one (41) plantings required along Centergate Drive to alternate locations. The request for alternate planting locations is mainly due to sight distance constraints around the curvature of Lot 12 as well as SWM/BMP culvert construction.

The County Urban Forester/Arborist has reviewed the request letter and exhibit for alternate planting locations. The County Urban Forester/Arborist is satisfied with the arrangement and alternate tree locations shown, contingent upon the appropriate plan set sheets illustrating VDOT's sight distance easements.

VICINITY MAP



The property is located on south side of Centergate Drive, on the southwest side of the Dulles Greenway (Route 267), 0.2 miles north of Loudoun County Parkway (Route 1950) in the Dulles Election District.

Directions from Leesburg:

Take the Dulles Greenway (Route 267) to Exit 7, Loudoun County Parkway. At the end of the exit ramp, turn right to head south on Loudoun County Parkway. Make a right onto Centergate Drive to the subject property.

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APPLICATION INFORMATION

APPLICANT Miller and Smith at Dulles Parkway Center, LLC
Steve Aylor
8401 Greensboro Drive, #300
McLean, Virginia 22102
(703) 821-2500

REPRESENTATIVE Bowman Consulting Group
Mark Baker
101 South Street, S.E.
Leesburg, VA 20175

APPLICANT'S REQUEST Request approval of one hundred and twenty-four (124) multi-family units and 3.0 acres of open space.

LOCATION Southwest quadrant of Loudoun County Parkway and the Dulles Greenway

TAX MAP/PARCEL # Tax Map /93//10////12/ (MCPI # 089-17-2256)

ZONING PD-TRC (Planned Development – Transit Related Center)

ACREAGE OF REQUEST SITE 7.11 acres (40.25 total site area)

SURROUNDING ZONING/ LAND USES

	ZONING	PRESENT LAND USES
North	PD-OP/PD-TRC	Keynote Employment
South	PD-OP/PD-TRC/PD-IP	Keynote Employment/Business
East	PD-IP/PD-TRC	Keynote Employment
West	PD-TRC	Vacant (Moorefield Station)

ELECTION DISTRICT Dulles

II. REFERRAL AGENCY COMMENT SUMMARY			
Referral Agency	Date	Outstanding Issues	Referral Pg. #
Fire & Rescue	10/20/08	No outstanding issues	N/A
Office Of Mapping	10/27/08	No outstanding issues	N/A
Environmental Review Team	09/12/08	No outstanding issues	N/A
B & D Zoning Administration	11/19/08	No outstanding issues	N/A
LCSA	08/21/08	No outstanding issues	N/A
Office of Transportation Services	10/27/08	No outstanding issues	N/A
VDOT	09/22/09	See III.B of this Report	N/A

The above referral agency comments, with the exception of VDOT, are based on the previous plan set dated August 1, 2008, revised through November 21, 2008.

III. PROJECT REVIEW

A. CONTEXT

Dulles Parkway Center II is the third proposal approved by the County for a Transit Oriented Development adjacent to the planned transit stop on the Dulles Greenway.

The subject property is located in the Ashburn community of the Suburban Policy Area, on the south side of the Dulles Greenway (Rt. 267), just northwest of the Loudoun County Parkway. The westernmost future Metrorail station that is planned in the County is located northwest of the site. Two other transit stops in Loudoun County are planned on the Washington Dulles International Airport property and at Route 606 (Old Ox Road)/Dulles Greenway intersection. Other developments surrounding the site include:

- Moorefield Station (ZMAP 2001-0003) - Located directly west of Dulles Parkway Center, this Transit Oriented Development (TOD) was approved in 2002 for approximately 9 million sq ft of office, 700,000 sq ft of retail, and 6,000 dwellings. It is located on approximately 591 acres.
- Loudoun Station (ZMAP 2002-0005) - Located northwest of the property on the other side of the Dulles Greenway, this is the second approved Transit Oriented Development (TOD) surrounding this future transit station. It was approved in 2003 for up to 1,514 multi-family dwellings and 1.9 million sq ft of office, hotel, theater, and retail uses. It consists of approximately 43 acres.
- Loudoun Parkway Center (ZMAP 1990-0015) – Located northeast, southeast, and southwest on the other side of Loudoun County Parkway, this mixed-use development was approved in 1993 for approximately 450,000 sq ft of industrial, 2.7 million sq ft of office, 230,000 sq ft of hotel, sales, and service uses, and 1,000 dwellings.

- Loudoun Valley Estates I and II (numerous by-right subdivisions and ZMAP 2002-0011) – Located southwest of the property on the other side of Loudoun County Parkway, this planned residential community was approved for a total of 2,998 residential units and 100,000 sq ft of retail uses.

B. SUMMARY OF OUTSTANDING ISSUES

VDOT Comments

The Virginia Department of Transportation has reviewed the Final Development Plan and offers the following comment:

- The trail crossing at the Centergate Drive presently shown at mid-block will not be acceptable and should be deleted from the plan. (Showing the crosswalk at this time may be construed by some in the future as possible final location). Also the note should be revised to state that the location of the crosswalks shall be established at a later stage when related plans are development in the future.

Proffer IV.F, Crosswalks of ZMAP-2005-0041 states, “Subject to approval by VDOT, the Applicant shall provide at least three (3) crosswalks across Centergate Drive (final locations to be determined at Final Development Plan stage).”

In order to address the Virginia Department of Transportation’s concerns regarding the mid-block crosswalk, Sheet 4 of the Final Development Plan illustrates two (2) crosswalks extending across Centergate Drive to Lot 9 and Lot 10 of Dulles Parkway Center II with a note in the legend stating, “Final location of crosswalks to be determined with a future Final Development Plan and Site Plan for Lots 8-10.” It is noted that the location of the crosswalks will be further evaluated by VDOT with the future submissions of Final Development Plans for the development of Lots 8 through 10.

It should be noted that Sheet 4 of this Final Development Plan is for “Illustrative Purposes” only. The approved proffers of the Dulles Parkway Center II allow for minor adjustments to the locations of the proposed uses, facilities, and improvements shown on the Concept Development Plan to address grading, drainage, environmental, cultural, and natural features, ordinance requirements, and other final engineering considerations.

Useable Open Space

The overall Dulles Parkway Center II project is approved for a minimum of 8.05 acres of Open Space. The development provides several public spaces and urban focal point locations throughout. As illustrated on Sheet 5 of the Concept Development Plan and noted in the Proffer Statement, Lots 8, 9, 10, and 12 include two (2) 10,000 square foot Informal Parks, one (1) 10,000 square foot Specialty Park, two (2) Pedestrian Courts, and three (3) 5,000 square foot Pedestrian Plazas. The Pedestrian Plazas, Parks, and active/passive recreation areas are interwoven throughout the development and are sited to act as a focal point within the commercial, retail, and residential sections of the development. The open space areas to include the plazas and parks are interconnected by sidewalks and shared-use trails.

The Final Development Plan for Lot 12 includes 1.37 acres of Landscaped Open Space and 1.63 acres of Active/Passive Recreation Open Space for a total of 3.0 acres of open space. Open Space Area "C" will include an area for gatherings with the siting of four (4) park benches to act as a focal point interior to the multi-family unit development. A 10,000 square foot Informal Park is proposed within the 1.63 acre Active/Passive Recreation Area to include a picnic pavilion and three (3) benches. The multi-family units will access the active/passive recreation area by the five (5) foot sidewalk located along Centergate Drive. In addition, the minor floodplain traversing the 1.63-acre active/passive recreation area will be reforested and will act as a natural buffer between the residential units on Lot 12 and the future development of adjacent Moorefield Station.

It is important to note that additional phases to develop Lots 8, 9, and 10 of the Dulles Parkway Center II will be shown in future Final Development Plans. Each Final Development Plan submitted must conform to the approved Concept Development Plan and Proffers for ZMAP-2005-0041 and the requirements listed in Section 4-1103(C) of the Revised 1993 Loudoun County Zoning Ordinance. The current open space location and area shown on Lot 12 complies with both the Zoning Ordinance requirements and the layout illustrated on the CDP.

C. ANALYSIS OF THE FDP

Phasing

The overall Dulles Parkway Center II project approved with ZMAP-2005-0041 is divided into two (2) phases: Phase 1 provides for development prior to bus service and Phase 2 provides for development once bus service is operational and serving the property. The Non-Residential and Residential uses within Dulles Parkway Center II are further broken out into three (3) phases of development: Two (2) phases, Phase A and Phase B, prior to the property being serviced by bus and one (1) phase, Phase C, once bus service is operational and serving the property. See **Proffer V, Attachment A12-A25 and Sheet 7 of CDP.**

Phasing Table (Minimum - Maximum Densities for PD-TRC District Per Approved ZMAP 2005-0041):								
Phase 1 - Prior to bus								
Primary Use	Acres	Inner Core	Inner Core (Prop Density)	Outer Core	Outer Core (Prop Density)	Total (min.-max.)	Max. FAR or Density	Prop. Max. FAR or Density
Residential	22.01	0-170	0-7.7	16-130	0.7-5.9	16-300	16/acre	14
Office/Retail	18.24	0	0	100,000 - 475,000	0.1-0.6	100,000 - 475,000	0.60	0.60
Total	40.25					0		
Open Space	8.05					8.05		

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				Phase 2 - Bus Service				
		Inner Core	Inner Core (Prop Density)	Outer Core	Outer Core (Prop Density)	Total (min.-max.)	Max. FAR or Density	Prop. Max. FAR or Density
Residential	22.01	170-494	7.7-22.4	100-130	4.5-5.9	270-624	32/acre	28.4
Office/Retail	18.24	30,000-60,000	0.4-0.75	220,000-540,000	0.3-0.67	250,000-600,000	1.00	0.76
Total	40.25					0		
Open Space	8.05					8.05		
(1) No Rail phase is proposed with this project.								
(2) ADUs shall be provided in accordance with the Zoning Ordinance.								
(3) Construction of Phase I to begin in 5-10 years from time of Site Plan approval. Construction of Phase 2 to begin in 5-10 years of Site Plan approval of uses submitted as part of the planned bus Service phase.								

Phase 1(A): The total number of zoning permits for residential units to be issued during Phase A shall not exceed 130 units. In addition, prior to the commencement of Phase 1(B), zoning permits for at least 75,000 square feet of non-residential development must be obtained.

Phase 1(B): The total number of zoning permits for residential units to be issued during Phase A and Phase B shall not cumulatively exceed 300 units. In addition, prior to the commencement of Phase C, zoning permits for at least 475,000 square feet of non-residential development, at least 20,000 of which is used primarily for retail or supportive service uses adjacent to Centergate Drive or the storm water management pond on Lot 8 and Lot 9.

Phase 2(C): Phase C shall include any development above 475,000 square feet of non-residential uses, not to exceed 600,000 square feet and shall be entitled to receive all remaining residential permits up to 624 units.

This Final Development Plan, FIDP-2008-0002, is solely for the development of Lot 12 into one hundred and twenty-four (124), 2 over 2 multi-family units (2 affordable dwelling units). This Final Development Plan is being developed in accordance with the Phasing plan, Phase 1(A) as listed on Sheet 5 of the Final Development Plan. The development of Lot 12 also includes 1.37 acres of Landscaped Open Space and 1.63 acres of Active/Passive Recreation Open Space for a total of 3.0 acres of open space. An Informal Park is proposed within the 1.63 acre Active/Passive Recreation Area to include a picnic pavilion and three (3) benches.

The additional phases to be developed on Lots, 8, 9, and 10 of the Dulles Parkway Center II will be subject to approval of future Final Development Plans.

Section 4-1103 of the Revised 1993 Loudoun County Zoning Ordinance identifies the items that must be reviewed and considered by the Planning Commission in order to determine whether a Final Development Plan should be approved. Specifically, the Planning Commission shall approve a Final Development Plan if it 1) conforms to approved Proffers; 2) conforms to the approved Concept Development Plan, and; 3) contains the information enumerated in Section 4-1103(C)(2) of the Zoning Ordinance.

Staff has reviewed the application for conformance with this criterion and has provided an analysis which can be found in the following attachments:

- Proffers (See Attachments A12-A25)
- Concept Development Plan (See Attached CDP and Final Development Plan)
- Section 4-1103(C)(2) (See Attachments A26-A29)

Street Trees

An additional requirement of the PD-TRC district includes the provision for street trees. Section 4-1119 of the Revised 1993 Loudoun County Zoning Ordinance states, “**Street Trees.** Trees shall be planted at a density of no less than one tree per twenty-five (25) linear feet along all areas dedicated for vehicular access. Such trees shall have a minimum caliper of 1 (one) inch and a height at maturity of 15 (fifteen) feet or more. If in the opinion of the Planning Commission at time of review of the Final Development Plan, upon the advice of the County Urban Forester/Arborist, that street trees will not survive in a given location, substitute plantings or substitute locations may be provided.”

A letter and exhibit requesting the relocation of street trees within Lot 12 of the Dulles Parkway Center II development was submitted to the County Forester/Arborist October 24, 2008 (**Attachment A62-A65**). As illustrated on attached Exhibit A, the Applicant proposes to relocate eleven (11) of the forty-one (41) plantings required along Centergate Drive to alternate locations. The request for alternate planting locations is mainly due to sight distance constraints around the curvature of Lot 12 as well as SWM/BMP culvert construction. The plantings are relocated in areas adjacent to property boundaries to enhance buffering as well as planted in close proximity to Centergate Drive to influence the streetscape visually.

The County Urban Forester/Arborist has reviewed the request letter and exhibit for alternate planting locations and is satisfied with the arrangement and alternate tree locations shown, contingent upon the appropriate plan set sheets illustrating VDOT's sight distance easements.

V. SUMMARY

On November 20, 2007, the Board of Supervisors approved the rezoning for Dulles Parkway Center II, (ZMAP 2005-0041) subject to the Proffer Statement dated July 6, 2007, revised through October 11, 2007 inclusive of the zoning ordinance modifications requested by the applicant, and the Findings for Approval dated September 4, 2007. ZMAP-2005-0041 rezoned approximately 40.25 acres from the PD-OP (Planned Development – Office Park) and the PD-IP (Planned Development–Industrial Park) zoning districts to the PD-TRC Planned Development – Transit Related Center) zoning district in order to develop a pedestrian friendly, mixed-use community. The approval of ZMAP-2005-0041 permits Lots 8, 9, 10, and 12 of the Dulles Parkway Center II the ability to build up to a maximum of 600,000 square feet of office and retail space; and up to a maximum of 624 multi-family dwellings.

Approval of the Final Development Plan serves as meeting the non-engineered site plan requirements such as location of proposed building footprints and elevations, parking, traffic

circulation and pedestrian and bicycle circulation, open space areas, landscaping plan and stormwater management size and locations. The Planning Commission shall approve an FDP if it conforms to approved Proffers, Concept Development Plan and FDP submission requirements contained in Section 4-1103(C)(2) of the Revised 1993 Zoning Ordinance.

Staff has reviewed the Dulles Parkway Center-Lot 12 Final Development Plan and finds the plan is in accordance with the approved Concept Development Plan and Proffers for ZMAP 2005-0041 (Dulles Parkway Center II). In addition, FIDP 2008-0002 contains the requirements listed in Section 4-1103(C) of the Revised 1993 Zoning Ordinance. The proffer and Zoning Ordinance requirements for Lot 12 and how these requirements have been addressed can be found within **Attachment A12-A25 and A26-A29 respectively**.

It is important to note that additional phases to develop Lots, 8, 9, and 10 of the Dulles Parkway Center II will be shown in future Final Development Plans. Each Final Development Plan submitted must conform to the approved Concept Development Plan and Proffers for ZMAP-2005-0041 and the requirements listed in Section 4-1103(C) of the Revised 1993 Loudoun County Zoning Ordinance.

**PROFFER REQUIREMENTS WITH THE FINAL DEVELOPMENT PLAT
DULLES PARKWAY CENTER II-LOT 12
FIDP-2008-0002**

The applicant shall fulfill proffers associated with this FIDP. The following represent applicable proffers associated with ZMAP-2005-0041 (Dulles Parkway Center II):

II. DEVELOPMENT SCOPE

A. Residential Units

Development of the Property shall allow up to a maximum of 624 multi-family dwelling units, inclusive of Affordable Dwelling Units ("ADUs") and "Workforce Housing Units." With regard to the number of ADUs provided, Applicant shall provide 125% of the ADUs required by the Zoning Ordinance. In addition to the ADUs, five (5) dwelling units constructed on the Property shall be provided as "Workforce Housing Units" and shall be available for purchasers whose income does not exceed 100% of Loudoun County's Median Household Income. These units shall be administered in accordance with Chapter 1450 of the Loudoun County Codified Ordinances, except that the income limit for qualified purchasers shall be 100% of the Loudoun County Median Household Income.

ZMAP-2005-0041 approved a maximum of 624 multi-family dwelling units. Of the 624 multi-family units, ten (10) are required to be Affordable Dwelling Units (ADU) and five (5) are required to be Workforce Housing Units.

One hundred and twenty-four (124) 2 over 2 multi-family units are proposed on Lot 12. Of the 124 2 over 2 units, two (2) Affordable Dwelling Units are provided.

The remaining eight (8) ADU's and five (5) Workforce Housing Units will be provided with the future development of Lot 8 (Inner & Outer Core Areas).

B. Commercial Uses

The development of commercial uses (that is, any and all permitted non-residential uses) at the Property shall include up to 500,000 square feet of office development, up to 40,000 square feet of retail uses and 60,000 square feet of either retail or office development on Lot 8. Buildings within Lots 9 and 10 shall be constructed to heights of at least four stories.

Lot 12 does not include commercial space. Commercial space will be provided with the future development of Lots 8, 9, and 10.

C. Recreational Amenities

1. Applicant shall provide opportunities for recreation and passive activities (“Recreational Amenities”) throughout the Property. Such Recreational Amenities shall be provided in informal parks, a specialty park and pedestrian plazas to be provided in accordance with this proffer II.C and in the locations as shown on Sheet 4 of the CDP.

Sheet 4 and Sheet 6 illustrate an Informal Park situated along the limits of minor floodplain, southwest of Centergate Drive. The Informal Park is situated within 1.63 acres of Active/Passive Recreation Open Space. The Informal Park will consist of a picnic pavilion and three (3) park benches. Additionally, 1.37 acres of landscaped open space is provided throughout Lot 12.

Additionally, while not proffered, Open Space Area “C” will include a small area for gatherings with the siting of four (4) park benches to act as a focal point interior to the multi-family unit development.

2. Informal parks are anticipated to provide passive open space for the enjoyment of the residents and users of the Property. The parks will include natural features such as, but not limited to, reforestation (described in Proffer VI.G below) or enhanced landscaping (described in Proffer VI.E below). Applicant shall construct at least two (2) informal parks in the locations shown on Sheet 4 of the CDP. Applicant shall construct such informal parks concurrently with the delivery of development on adjacent properties. Each informal park shall include a minimum of three (3) benches and shall be a minimum of 10,000 square feet.

Sheet 4 and Sheet 6 illustrate an Informal Park situated along the limits of minor floodplain, southwest of Centergate Drive. The Informal Park is situated within 1.63 acres of Active/Passive Recreation Open Space. The Informal Park will consist of a picnic pavilion and three (3) park benches.

3. A specialty park is anticipated to provide water level access to the storm water management pond and shall provide a focal point for the development. The park shall include hard and soft landscaping. Applicant shall construct a specialty park in the location shown on Sheet 4 of the CDP. Applicant shall construct the specialty park concurrently with the construction of a commercial building east of and immediately adjacent to the specialty park. This park shall include a minimum of two

(2) picnic tables and two (2) benches and shall be a minimum of 10,000 square feet.

The Specialty Park will be provided with future development of Lot 9.

4. Applicant shall provide at least two (2) pedestrian plazas in Lot 8 to provide a place of gathering for the residents and users of Lot 8 as shown on the CDP. Applicant shall also provide at least one (1) pedestrian plaza in Lot 9 as shown on the CDP. The required pedestrian plazas will include a minimum of four (4) benches, shall be a minimum of 5,000 square feet and shall include both landscaping and hardscaping. At least one (1) pedestrian plaza will be constructed on Lot 8 prior to the issuance of occupancy permits for 50% of the residential units on such Lot. A second pedestrian plaza will be constructed on Lot 8 prior to issuance of occupancy permits for 100% of the residential units on such Lot.

Pedestrian plazas, with associated benches and landscaping will be provided with future development on Lot 8 and Lot 9.

5. The exact location of the amenity areas shall be subject to final engineering considerations. All proposed buildings will have access to these amenities by way of sidewalks (five feet in width), as shown on Sheet 4 of the CDP. The Applicant shall use raised boardwalks over wetlands and waters of the U.S. as part of the planned trail systems, subject to the approval of the County and U.S. Army Corps of Engineers.

Amenity areas are not proposed on Lot 12 and will be accomplished with future development of Lots 8, 9, and 10.

D. Community Facility

Applicant shall provide a community recreation facility ("Community Recreation Facility") of at least of 1,000 square feet. The facility shall be integrated within a building on Lot 8 and shall provide such exercise equipment as is typical for a community of such size and shall include a room for assembly of the residents of the multi-family buildings. The exact amenities to be provided within the Community Recreation Facility shall be determined during the Final Development Plan ("FDP") stage. The community facility shall be constructed during Phase C (as discussed in Proffer V. below), however, Applicant shall have the right to construct such Community Recreational Facility sooner than Phase C.

A Community Recreation Facility and exact amenities will be provided with the future development of Lot 8.

E. Water and Sewer

The Property will be served by public water and sewer systems. All water and sewer extensions and connections necessary for development of the Property shall be provided at no expense to the Loudoun County Sanitation Authority ("LCSA") or to Loudoun County. Such water and sanitary sewer extensions shall be constructed in accordance with LCSA standards.

The 2 over 2 multi-family dwelling units will be served by public water and sewer.

III. CAPITAL FACILITIES

The Applicant shall make a one-time, capital facilities contribution to Loudoun County (the "County") in the amount of \$18,904 for each market-rate unit. The contribution shall be paid prior to or concurrently with the issuance of each residential zoning permit. The Loudoun County Board of Supervisors may allocate said contribution at its discretion.

IV. TRANSPORTATION

A. Regional Transportation Improvement Contribution

The Applicant shall make a per unit contribution of \$3,339.74 to the County to be used for regional transportation improvements within the vicinity of the Property. Such contribution shall be made prior to or concurrently with the issuance of each residential zoning permit. This figure is based on a Regional Road contribution of \$3,500 per residential unit minus a credit of \$100,000 already contributed by the Applicant (associated with Proffer 27 of ZMAP 1989-0038 and Condition 10 of SPEX 2005-0038) for the design and installation of a signal system at the intersection of Loudoun County Parkway and Centergate Drive.

B. Transit Operational Costs Contribution

1. In order to facilitate the initiation of bus services to and from the Property, the Applicant shall contribute \$300 per residential unit and \$0.25 per non-residential square foot to the County to be used for the operation of transit buses to the Property and within the immediate vicinity of the Property. This contribution shall be made on a per-unit/ per square foot basis prior to or concurrent with the issuance of each zoning permit.
2. If, within three (3) years of the commencement of bus service at the Property, Applicant has not contributed the funds that would be due and owing under this Proffer IV.B. at full build-out of the Property, Applicant shall provide the balance of such payments on an annual basis over three (3) years according to the following formula:

- The full amount of Transit Operational Costs that would be paid to the County at the time of full build-out of the Property (according to the \$300 per residential unit and \$0.25 per non-residential square foot contributions outlined above) minus
- The amount of Transit Operational Costs that have been paid to the County to date divided by
- Three (3) years.

C. Signalization

The Applicant shall prepare and submit a traffic signal warrant study for the Loudoun County Parkway and Centergate Drive intersection prior to or concurrently with the issuance of the first residential zoning permit or first commercial zoning permit on the Property, whichever is first in time. The Applicant shall design and install the signal when authorized to do so by VDOT. If warrants for the signal have not been met prior to the issuance of the 350th residential zoning permit for the Property, the Applicant shall contribute \$100,000 to the County prior to the issuance of the 350th residential zoning permit for the Property.

D. Transportation Demand Management (TDM) Program

1. Prior to the issuance of a zoning permit for non-residential space in excess of 545,000 square feet on the Property or on the date which is ten (10) years after the approval of this application, whichever occurs first, the Applicant shall submit to the Office of Transportation Services (“OTS”) for review and approval for implementation by the Applicant or the Property Owners Association (discussed in Proffer VII. below) of a Transportation Demand Management (“TDM”) Program consisting of voluntary management measures, the goal of which is to reduce by fifteen percent (15%) the volume of peak hour vehicle trips from those set forth in the Institute of Transportation Engineers Trip Generation (6th Edition).
2. The TDM Program shall include provisions for a combination of one, some or all of the following elements which shall be appropriate to the size, scale and location of the proposed uses and which are intended to produce a reduction in the traffic and related impacts of the uses:
 - a. Transit Incentive Program: Ride-sharing and transit incentive program, which may include activities to encourage and assist the formation of car, van and bus pools, such as cash payments or subsidies, preferential parking charges or parking space location, and other analogous incentive programs.

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- b. **Bike and Pedestrian Incentives:** Bicycle and pedestrian incentive measures, will include provisions for bicycle parking and storage (racks) facilities, and may include provisions for shower and locker facilities and similar incentive features in the non-residential/commercial office buildings.
- c. **Flex-time:** Variable work hours, or flex-time programs under which employees may stagger their work hours in order to affect a reduction in the amount of peak period traffic levels to and/or from the Property which would otherwise not occur.
- d. **Miscellaneous TDM Measures:** Measures to reduce the reliance on single-occupancy vehicles by employees and others who will travel to and from the Property which may include parking fee structures tailored to encourage multiple occupancy vehicles, time and other access controls to encourage use of parking spaces in on-site parking facilities by multiple occupancy vehicles, and a program to support and encourage the utilization of alternative transportation modes.
- e. Following County comment on the TDM Program, the Applicant shall implement the approved provisions of the TDM Program immediately thereafter.

E. Bike Facilities

The Applicant shall provide five (5) 10-space bicycle racks throughout the Property (final locations to be determined at FDP stage).

Bike facilities will be provided with future FDP submissions related to Lots 8 through 10 as these are related to commercial development where outside visitation is more expected and also where onsite bike paths are proposed on the lots (sidewalks are only associated with Lot 12). The Applicant anticipates bike facilities for Lot 8 near the buildings, existing pond area, and in the vicinity of office space for Lots 9 and 10. Since Lot 12 units have internal garages and storage space, bikes would be stored within the unit garages. An additional bike rack is provided as part of the civic area of approved SPEX-2005-0038 (Lot 13, immediately adjacent to Lot 12 to serve users of those office and retail uses).

F. Crosswalks

Subject to approval by VDOT, the Applicant shall provide at least three (3) crosswalks across Centergate Drive (final locations to be determined at FDP stage).

Two (2) crosswalks are shown on the Overall Circulation Plan (Sheet 4) at the potential, future 4-way intersection at Concord Station Terrace and the potential, future intersection from Lot 10 to Lot 12.

A note has been provided in the legend on Sheet 4 that states, "Final location of crosswalks to be determined with a future Final Development Plan and Site Plan for Lots 8 through 10." The crosswalks will be further evaluated by VDOT with the future submissions of Final Development Plans for the Dulles Parkway Center II development.

G. Centergate Drive Improvements

Applicant shall provide such turn lanes and commercial entrances along Centergate Drive, as required by VDOT.

Construction Plans and Profiles have been approved by the County for the construction of Centergate Drive as a four lane undivided minor-collector. The Construction Plan and Profile is identified as CPAP-2008-0027. CPAP-2008-0027 approved a left hand turn lane from Centergate Drive to Concord Station Terrace.

H. Bus Shelters

Prior to the initiation of a bus system serving the Property, Applicant shall construct at least one bus shelter along Centergate Drive. Such shelter shall be designed and constructed in accordance with the Design Guidelines dated July 16, 2007 and prepared by Miller and Smith, included herewith as Exhibit C, and shall be maintained by the Property Owners Association, described in Proffer VII, below.

The development of Lot 12 as 124 multi-family dwellings units will be constructed as part of Phase 1, prior to bus service. The construction of one bus shelter will occur with Phase 2, once bus service is operational and serving the property.

V. PHASING

The commercial and residential uses within the Property shall be developed in three (3) phases: two (2) phases prior to the Property being serviced by bus and one (1) phase once bus service is operational and serving the Property.

A. Prior to Bus Service

1. Phase A: The total number of zoning permits for residential units to be issued during Phase A shall not exceed 130 units. In addition to any other improvements to be completed pursuant to these Proffers, prior to the

commencement of Phase B, Applicant shall have received zoning permits for at least 75,000 square feet of non-residential development.

Lot 12 will be developed as one hundred and twenty-four (124) 2 over 2 multi-family units. The development of Lot 12 does not include the necessary 75,000 square feet of non-residential space in order to advance to Phase B of Dulles Parkway Center II.

2. Phase B: The total number of zoning permits for residential units to be issued during Phase A and Phase B shall not cumulatively exceed 300 units. In addition to any other improvements to be completed pursuant to these Proffers, prior to the commencement of Phase C, Applicant shall have received zoning permits for at least 475,000 square feet of non-residential development, at least 20,000 square feet of which is for retail or supportive service uses adjacent to either Centergate Drive or the storm water management pond on Lot 8 and Lot 9.

B. After Commencement of Bus Service

Phase C: Phase C shall not commence until the Property is served by bus service. Phase C shall be any development above 475,000 square feet of non-residential uses or above 300 residential units. Applicant shall be entitled to receive all remaining residential zoning permits, up to 624, during Phase C. During Phase C, Applicant shall be further entitled to receive zoning permits for all remaining non-residential development.

VI. ENVIRONMENT

A. Wetlands and Streams

For any wetland and stream impacts on the Property determined to be unavoidable in conjunction with the permitting process, Applicant shall provide wetland mitigation in the following priority order: 1) onsite, 2) within the same planning policy area, and 3) within Loudoun County, subject to approval of the Army Corps of Engineers and the Virginia Department of Environmental Quality. If no such areas are available within the County as verified by County Staff, Applicant shall be permitted to provide wetland mitigation outside of Loudoun County.

B. Tree Conservation and Tree Protection

1. The Applicant shall establish tree conservation areas in the locations shown on the CDP as the "Tree Conservation Area." Clearing in these areas shall be permitted only for the construction of utility crossings, wetland mitigation, storm water management facilities, best management practices and trail crossings and any such clearing shall be limited to the minimum area required for said construction. Any necessary clearing in

these areas shall be limited to the minimum area required for said construction.

2. A minimum of eighty (80) percent of the canopy within the cumulative Tree Conservation Area depicted on the CDP will be preserved, exclusive of stands of Virginia Pine over 25 years in age. In the event that the eighty (80) percent canopy threshold cannot be achieved within the designated Tree Conservation Areas, such lost canopy will be recaptured elsewhere onsite in locations to be designated at the discretion of the Owner in consultation with the County. Boundaries of all Tree Conservation Areas shall be delineated on the record plat recorded for each section of the development. Construction plans shall clearly define the limits of the Tree Conservation Area and all such areas shall be clearly marked in the field. Tree protection fencing shall be placed outside the drip lines along the Tree Conservation Area prior to commencing land-disturbing activities. The Applicant reserves the right to remove, in consultation with the County, any dead, damaged, dying or diseased trees and vegetation, and any tree or vegetation that interferes with the construction, proper functioning and/or use of any utility or drainage easement, or creates a danger to property or persons.
3. If, during construction on the Property, it is determined by the Owner's certified arborist and/or the County Urban Forester that any healthy tree located within the boundaries of any of the Tree Conservation Areas described in this Proffer has been damaged during construction and will not survive, then the Owner shall remove each such tree and replace each such tree with two (2) 2½ - 3 inch caliper native, non-invasive deciduous trees. The species and placement of replacement trees shall be proximate to the area of each such damaged tree so removed, or in another area determined in consultation between the Applicant and the County Urban Forester.
4. The Property Owners Association (discussed in Proffer VII. below) documents shall include a provision that prohibits removal of trees in Tree Conservation Areas as shown on the record plat after construction has been completed by the Applicant without specific permission of the County Urban Forester, except as necessary to accommodate Forest Management Techniques, performed by or recommended by a professional forester or certified arborist, that are necessary to protect or enhance the viability of the canopy. Such Management Techniques may include, without limitation, pruning and the removal of vines, invasive species, trees uprooted or damaged by extreme weather conditions, and trees or limbs that are diseased, insect-infested, dead, or are considered a hazard to life or property. The Property Owners Association documents shall clearly state that such provisions prohibiting tree removal shall not be amended by the Owner or the Property Owners Association without

written approval from the County. The record plat for each portion of the Property containing a Tree Conservation Area shall contain a note stating that the removal of trees within a Tree Conservation Area is prohibited except in accordance with the Declaration of Covenants.

C. Noise Impact Study

1. The Applicant will provide a noise impact study to the County that will determine whether there is any need for additional buffering and noise attenuation measures between the Dulles Greenway and all proposed uses, as described in the Revised Countywide Transportation Plan. The noise impact study shall be based upon traffic volumes for these roadways at a time 10 years from the date of issuance of first zoning permit based upon the most recent, applicable forecast available from the Office of Transportation Services, the ultimate road configuration as defined in the Revised Countywide Transportation Plan and the ultimate design speed.
2. The noise impact study will be conducted by a certified professional engineer and submitted to the County concurrently with the first site plan or construction plan, whichever is first in time. Noise impacts will be deemed to occur when noise levels approach (that is, 1 decibel less than), meet or exceed the Noise Abatement Criteria identified in the Revised Countywide Transportation Plan.
3. For all impacted uses, noise attenuation measures shall be provided along the specified roadway sufficient to mitigate the anticipated noise impacts prior to the issuance of occupancy permits for any impacted structures. Applicant shall endeavor to mitigate noise impacts by employing noise attenuation measures other than freestanding, concrete "sound barriers." Noise attenuation measures shall result in noise levels at least 2 decibels less than impact levels established by the Noise Abatement Criteria

D. Lighting

Lighting shall be designed and constructed with cut-off and fully shielded lighting fixtures so that the light will be directed inward and downward toward the interior of the Property.

STPL-2008-0041 will evaluate the lighting fixtures in relation to the performance standards, Section 5-1504 of the Revised 1993 Loudoun County Zoning Ordinance.

E. Landscaping Plans

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1. Concurrent with the submission of the first site plan application for the Property, Applicant shall submit a landscaping plan for an area averaging 15 feet from the storm water management pond for review and approval by the County. Such plan will outline Applicant's approach for landscaping around the storm water management pond in areas that are not otherwise occupied by plazas or areas of congregation for users and residents. The approved landscaping plan will be implemented concurrent with the first site plan adjacent to the storm water management pond.
2. Applicant shall provide a buffer along the southern boundary of Lot 12 (that is, the property line adjacent Lot 13) of at least three (3) canopy trees per 100 lineal feet. Applicant shall be entitled to cluster the canopy trees, so long as the ratio set forth above is met or exceeded.

Sheet 7 (Landscape Plan) illustrates a 10' Type 1 Side Yard Buffer along the shared property boundary of Lot 12 and Lot 13. Twenty-two (22) canopy trees and thirty (30) understory trees are proposed within the 10' Type 1 Side Yard Buffer. Note that the buffer along the shared property boundary was clustered away from the group of eight (four stacked) multi-family units at the southeast corner due to storm management needs as reflected on STPL-2008-0041.

F. Storm Water Management Pond on Lots 8 and 9

Applicant shall enhance the existing storm water management pond located on Lots 8 and 9 by incorporating mechanical pre-treatment device(s) or forebays at the new storm sewer outfalls. A Best Management Practices facility shall be provided to ensure treatment for such runoff not otherwise addressed by the existing storm water management pond on Lots 8 and 9.

G. Reforestation

Concurrent with the submission of the first site plan application for the Property, Applicant shall submit a reforestation plan to the County prepared by a professional forester or ISA (International Society of Arborists) Certified Arborist. The reforestation plan shall use 1-inch minimum caliper, native, deciduous trees. The reforestation plan shall be submitted for review and approval by the County for the 25-foot buffer associated with the minor floodplain to the south of Centergate Drive on lot 12. The approved reforestation plan will be implemented concurrent with construction of the first site plan issued for Lot 8.

Sheet 6 and Sheet 7 illustrate a twenty-five (25) foot buffer along eastern and western limits of the minor floodplain on Lot 12. Sheet 7 also illustrates tree canopy within the buffer area to be

reforested. As noted on Sheet 7 and within the above proffer, the reforestation plan shall be submitted for review concurrently with the submission of the first site plan for the Property.

H. Geographic Information System Information

The Applicant will provide any digital data it has in its possession to the County for the Property's approved wetland delineation concurrently with the approval of the first site plan.

VII. PROPERTY OWNERS ASSOCIATION

- A. All owners of the Property shall be members of Dulles Parkway Center Inc. property owners association (the "Association"). The Association shall be responsible for the implementation of the Dulles Parkway Center Design Guidelines as amended from time to time and included by reference at Exhibit C (dated July 16, 2007).
- B. The Association shall provide landscaping and lawn maintenance for all common areas, shall be responsible for snow removal on all private streets and trash removal from the Property. The HOA shall be responsible for the maintenance of all common recreational facilities and buildings, all storm water management facilities, all private streets, and all sidewalks and trails not otherwise maintained by Loudoun County (the "County") or the Virginia Department of Transportation ("VDOT").
- C. If the Association's organizational documents need to be amended in any way to implement these Proffers, Applicant shall ensure that such documents are amended prior to occupancy of the first residential unit. Such documents shall be submitted to the County for review and approval prior to the approval of the first record plat or site plan on the Property, whichever is the first in time.

VIII. EMERGENCY SERVICES

- A. Prior to the issuance of each residential zoning permit, a one-time contribution of \$120.00 per unit for each residential unit shall be paid to the County for distribution by the County to the primary volunteer fire and rescue companies providing service to the Property.
- B. Prior to the issuance of each commercial zoning permit for buildings on the Property, a one-time contribution of \$0.10 per gross square foot of

non-residential floor area shall be paid to the County for distribution by the County to the primary volunteer fire and rescue companies providing service to the Property.

- C. Said contributions shall escalate on a yearly basis from the base year of 1988 and change effective each January 1 thereafter, based on the Consumer Price Index as published by the Bureau of Labor Statistics, U.S. Department of Labor, for the Washington-Baltimore, MD-VA-DC-WV Consolidated Metropolitan Statistical Area (the "CPI").
- D. Contributions pursuant to this paragraph shall be divided equally between the primary servicing fire and rescue companies providing service to the Property. Notwithstanding the foregoing, at such time as the primary fire and/or rescue services to the Property are no longer provided by incorporated volunteer companies, the obligation to make the contributions listed within this paragraph shall cease. The intent of these provisions is to support a volunteer fire and rescue system so long as a volunteer system is the primary provider of fire and rescue services to the Property. If only one of these services ceases to be provided by a volunteer company, then the contribution shall be halved and shall continue to be provided to the remaining volunteer company.

IX. OPEN SPACE PRESERVATION

The Applicant shall contribute \$376 per dwelling unit prior to or concurrently with the issuance of each residential zoning permit, to Loudoun County for the purchase of Open Space Easements.

X. PARKING

Any areas reflected on the CDP for development (including, but not limited to private roads, buildings, parking, structured parking or other future development) may be used, on an interim and phased basis, for surface parking unless and until the future phases are developed (in which case, the surface parking will be replaced with the designated use).

Sheet 5 under the Zoning Requirements and Land Use Summary provides for 248 Garage and Driveway Spaces and 22 On-Street Spaces (270 total spaces). The on-street spaces are illustrated on Sheet 6 as being dispersed throughout the development along the internal private roadways.

XI. VOLUNTARY DELAY OF RESIDENTIAL DEVELOPMENT WITHIN THE INNER CORE

In order to reserve a significant portion of the Property for consideration of achieving additional density pursuant to a separate and future legislative

application, Applicant shall not receive any zoning permits for residential uses located within the Inner Core (as identified on Sheet 3 of the CDP) within two (2) years of approval of this application.

XII. COMPLIANCE WITH FEDERAL IMMIGRATION REFORM AND CONTROL ACT

Applicant shall require contractor and subcontractor compliance with the provisions of the Federal Immigration Reform and Control Act (the "Act"), including but not limited to the provisions of the Act prohibiting the hiring and continued employment of unauthorized aliens, requiring the verification and record keeping with respect to identity and eligibility for employment and prohibiting discrimination on the basis of national origin, United States citizenship or intending citizen status. Upon written request of the County, Applicant shall provide necessary contracts, documentation or other appropriate material confirming that Applicant and its contractors comply with the requirements of this provision. Applicant shall not be required to provide any proprietary information not necessary to demonstrate compliance with this proffer.

XIII. ESCALATOR

Unless otherwise specified, all cash contributions enumerated in these proffers shall be subject to an annual escalator based on the CPI with a base year of 2007. This escalator shall take effect on January 1 of 2008 and change effective each January 1 thereafter.

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ZONING ORDINANCE §4-1103(C)(2) SUBMISSION REQUIREMENTS

The Final Development Plan shall be prepared in accordance with §4-1103(C)(2) of the Revised 1993 Loudoun County Zoning Ordinance and shall contain the following information:

- (1) A vicinity map at a scale of not less than one inch equals two thousand feet (1" = 2000').

Vicinity Map is shown on the cover sheet at a scale of 1"=1,000'.

- (2) Bearings and distances of the perimeter property lines.

Bearings and distances of the perimeter property lines can be found on sheet 3. The boundary information was obtained from previously recorded (DB 2195 Page 0406) Record Plat application SBRD-2001-0075.

- (3) Total area of property presented in square feet or acres.

Total site area is shown on the cover sheet, note 3, and sheet 5, Lot 12 Final Development Plan tabulations.

- (4) Scale and north arrow, with north, to the extent feasible oriented to the top of all drawings.

Each applicable sheet contains a north arrow that is generally oriented such that north is towards the top of the drawings.

- (5) Names and route numbers of boundary streets and the width of existing right(s)-of-way. Any proposed amendments to the public right(s)-of-way and delineation of the existing centerline of all streets abutting the property, including dimensions from the existing centerline to the edge of the pavement and to the edge of the right(s)-of-way.

Sheet 6 depicts existing and proposed roads with centerlines and dimensions.

- (6) The location and arrangement of all proposed uses, including a preliminary subdivision layout, if subdivision is proposed.

Sheet 6 depicts the preliminary site plan layout for the multi-family 2 over 2 units, internal roadways, and sidewalks. A Site Plan (STPL-2008-0041) has been submitted and is currently under review for the 2 over 2 units, internal streets, and sidewalks.

- (7) The maximum height in feet, to include penthouses, of all buildings, and the number of floors both above and below or partially below finished grade.

The maximum building heights, including the above and below ground computations are listed on Sheet 5 within the Lot 12 Final Development Plan Zoning Requirements and Land Use Summary. In addition, Sheet 8 illustrates the architectural elevations of the 2 over 2 units.

- (8) Proposed building footprints and elevations.

Proposed building footprints are located on all site design sheets and elevations can be found on sheet 8.

- (9) The traffic circulation system and the pedestrian and bicycle circulation system, including the location and width of all streets, driveways, entrances to parking areas and parking structures, pedestrian walkways, and bicycle paths.

Traffic circulation, pedestrian circulation, and bicycle circulation can be located on sheet 4. Additional road geometries are located on sheet 6. Sidewalk and trail widths are provided on Sheets 6 and 7.

- (10) Location of bus and rail stops.

Bus stop locations can be found on sheet 4 allowing for pickup on both sides of Centergate Drive. Note that the bus stop shown opposite Lot 12 will be provided with the development of Lots 9 and 10 in a future FDP/Site Plan application. There are no rail stops associated with Dulles Parkway Center II as the nearest rail stop is on adjacent Moorefield Station.

- (11) Landscaping plan indicating the location and type of all plantings, and any trees to be conserved.

Landscaping and trees to be preserved are identified on sheet 7. It includes the locations in plan view and a list of types to be determined as final engineering. Any vegetation within the wetland is to be preserved (early pioneer sizes). Note that the proffered buffer along the shared property line of Lot 12 and Lot 13 was clustered away from the group eight (4 stacked) multi-family units at the southeast corner due to storm management needs to be reflected on STPL-2008-0041.

Due to sight distance issues around the curvature of Lot 12 and storm outfall, a tree-lined streetscape is not possible. A letter and exhibit from the Applicant requesting the relocation of street trees along Centergate Drive was submitted to the County Forester/Arborist October 24, 2008. As illustrated on attached Exhibit A, the Applicant proposes to relocate eleven (11) of the forty-one (41) plantings required along Centergate Drive to alternate locations. The County Forester/Arborist has reviewed the request and exhibit and is satisfied with the arrangement and alternate tree locations shown.

- (12) A plan or statement showing how public utilities are, or will be provided.

Public utilities will be provided by existing water, storm, and sanitary connections along Centergate Drive as shown on Sheets 6 and 7 and stated on Sheet 1 note 11.

- (13) Approximate location and estimated size of all proposed stormwater management facilities.

Stormwater management will be provided by existing pond #3. Pond #3 is located off-site, across Centergate Drive on Lot 8 and Lot 9 and was originally constructed with CPAP-2000-0104. Stormwater Management will also be provided by adequate channel to the Best Management Practice Ponds 2A and 2B, approved with CPAP-2001-0141.

Stormwater management facilities are located on sheets 2, 3 and 6. Please also see stormwater narrative, note 16 on Sheet 1.

- (14) When the development is to be constructed in sections, a final sequence of development schedule showing the order of construction of such sections, and an approximate completion date for the construction of each section.

A Phasing Table is provided on Sheet 5. Approximate completion dates are found within the Phasing Table as subsection #3.

- (15) Location of accessory uses.

Sheet 4 and Sheet 6 illustrate an Informal Park within the Active/Passive Recreation Area. The Informal Park will include a picnic pavilion and three (3) park benches. Open Space Area "C" will include a small area for gatherings with the siting of four (4) park benches to act as a focal point interior to the multi-family unit development. The pavilion and benches are the only accessory uses for the multi-family units at this time.

- (16) Location and size of open space areas, specifying the proposed treatment or improvement of all such areas.

Sheet 6 depicts the locations and size of open space parcels A-G as well as the location and size of an Active/Passive Recreation Area. Sheet 6 illustrates an Informal Park within the Active/Passive Recreation Area. The Informal Park will include a picnic pavilion and three (3) park benches. Open Space Area "C" will include a small area for gatherings with the siting of four (4) park benches to act as a focal point interior to the multi-family unit development. Sheet 6 also illustrates five (5) foot concrete sidewalks within open space parcels A, B, C, E, F, and G.

- (17) Cross section of proposed buildings to evaluate streetscape and skyscape with relation to adjacent parcels.

Sheet 8 shows a cross-section of buildings including a streetscape-to-building illustration.

- (18) Location and quantity of required number of off-street parking and loading spaces provided.

Sheet 5, Lot 12 Final Development Plan Zoning Requirements and Land Use Summary Chart provides details pertaining to parking spaces provided. Sheet 6 illustrates the twenty-two (22) on-street parking spaces. Loading spaces within the residential portion of Dulles Parkway Center II are not required.

- (19) Architectural sketches, if available, of typical proposed structures, including lighting fixtures and signs.

Lighting fixtures have not been chosen by the Applicant at this time. Sheet 8 provides sketches of the 2 over 2 multi-family units. Applicant has submitted a Zoning Modification, ZMOD-2008-0011, pursuant to Section 5-1204(E) of the Revised 1993 Loudoun County Zoning Ordinance, to develop a comprehensive sign package. The comprehensive sign package was approved April 13, 2009.

- (20) A statement that the proposed development conforms to the provisions of all applicable ordinances, regulations and adopted standards.

Sheet 1, note 12 provides the appropriate statement.

- B. A final statement in tabular form which sets forth the following data, when such data is applicable to a given development plan:

- (1) Total number of dwelling units by type.

The breakdown of units by type within Lot 12 of Dulles Parkway Center II can be found under the Zoning Requirements and Land Use Summary Chart on Sheet 5.

- (2) Total residential units and units per acre by subarea.

Sheet 5 contains the Dulles Parkway Center II Phasing and Unit Tracking Table. The breakdown of units by type can be found under the Proposed Phasing Table on sheet 5. Units per acre also are found in this chart.

- (3) Total floor area for each type of use and total floor area ratio in each subarea or landbay, except residential uses.

Sheet 5 contains the Dulles Parkway Center II Phasing and Unit Tracking Table. The total floor area ratio and breakdown of FAR by subarea is within the Proposed Phasing Table on sheet 5. It should be noted that FIDP-2008-0002 is primarily for multi-family residential units.

- (4) Total area in open space including recreational open space provided and the amount required.

Sheet 5 contains the Dulles Parkway Center II FDP Open Space Tracking table. The total amount of open space approved with ZMAP-2005-0041 can be found within the Proposed Phasing Table. The open space provided within Lot 12 can be found within the Zoning Requirements and Land Use Summary Chart at the upper right hand corner of sheet 5.

- (5) Total number of off-street parking and loading spaces provided and the number required.

Sheet 5, Lot 12 Final Development Plan Zoning Requirements and Land Use Summary Chart provides details pertaining to parking spaces provided. Loading spaces within the residential portion of Dulles Parkway Center II are not required.

Section 4-1100

PD-TRC-Transit Related Center

4-1101

Purpose. This district is established to provide for a compatible mixture of commercial, cultural, institutional, governmental, recreational, and high density housing uses in compact, pedestrian oriented, transit oriented developments and transit-designed supportive areas serving as focal points for nearby related activity centers and residential areas. Planned rail and bus facilities are integral to this mixed-use concept and the County will consider density increases as roads, bus and rail service are available to the district. These higher intensity, mixed-use development projects will serve to promote linkage of employment and residential uses. Specific objectives of such districts include:

- (A) Provide a pedestrian-scale development containing residential, commercial, public, and employment uses;
- (B) Provide the opportunity for a town center at an intensity of development that can be supported by multi-modal transportation and other services;
- (C) Provide for pedestrian and bicycle facilities and for pedestrian and bicycle connections among land uses in the district and for connections with land uses in adjacent areas through links with bicycle and pedestrian systems in those other areas;
- (D) Provide for the use of mass transit to reduce the number of peak hour vehicle trips;
- (E) Encourage high-quality design; and
- (F) Encourage the development of well-configured plazas, squares, greens, landscaped streets, and parks woven into the pattern of the transit oriented development and dedicated to collective social activity, recreation, and visual enjoyment.

4-1102

Location, Size and Components.

- (A) **Location.** Land zoned PD-TRC shall be divided into three parts or subareas as described in Section 4-1102(C) below. Neither the Inner Core subarea nor the Outer Core subarea shall extend further north than Shellhorn Road (Route 643).
- (B) **Size.** The initial application to this district shall be a minimum of 40 acres. Subsequent applications shall be adjacent to or across the road from previously mapped PD-TRC districts and shall be a minimum of 25 acres. Notwithstanding the provisions of Section 6-1504, the only provision in this paragraph that may be modified is that regarding subsequent district size.
- (C) **District Subareas.** The Transit Related District shall be divided into three (3) parts or subareas. The boundaries of the subareas will vary to correspond with physical and natural barriers that limit compact development, pedestrian and bicycle connections and movement, and

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(B) **Preparation of CDP.** All Concept Development Plans required by this section shall be prepared according to Section 6-1500 of this Ordinance, and in addition shall include and graphically show the following items:

- (1) The type and scale of proposed uses including residential unit type and quantity;
- (2) The proposed intensity of development including the maximum proposed non-residential square footage and maximum number of dwelling units per subarea;
- (3) Site and building designs to include the integration of the built and open space environment, pedestrian streetscape design, pedestrian, bicycle and motor vehicle connections between the uses and planned or existing transit stops and transit parking;
- (4) The physical and functional integration of the proposed mix of land uses, including but not limited to pedestrian, bicycle, and vehicle connections between the uses and planned or existing transit stops and transit parking;
- (5) The location and design of focal points within the district;
- (6) Delineated limits of subareas pursuant to Section 4-1102(C); and
- (7) The relationship between development in the Transit-Designed Supportive Area and the Inner and Outer Core subareas.

(C) **Final Development Plan.**

(1) **FDP Required.** Prior to the commencement of development of a parcel, the Planning Commission shall review and approve a Final Development Plan. Approval of the FDP shall serve as meeting the non-engineered requirements of a site plan. The Planning Commission shall approve a Final Development Plan if it conforms to approved proffers and the approved Concept Development Plan and contains the information enumerated in Section (C)(2) below:

(2) **FDP Submission Requirements.**

- (a) The Final Development Plan shall be prepared in accordance with the approved Concept Development Plan and proffers and shall contain the following information:
 - (i) A vicinity map at a scale of not less than one inch equals two thousand feet (1" – 2000').
 - (ii) Bearings and distances of the perimeter property lines.

- (xvi) Location and size of open space areas, specifying the proposed treatment or improvement of all such areas.
 - (xvii) Cross section of proposed buildings to evaluate streetscape and skyline with relation to adjacent parcels.
 - (xviii) Location and quantity of required number of off-street parking and loading spaces provided.
 - (xix) Architectural sketches, if available, of typical proposed structures, including lighting fixtures and signs.
 - (xx) A statement that the proposed development conforms to the provisions of all applicable ordinances, regulations and adopted standards.
- (b) A final statement in tabular form which sets forth the following data, when such data is applicable to a given development plan:
- (i) Total number of dwelling units by type.
 - (ii) Total residential units and units per acre by subarea.
 - (iii) Total floor area for each type of use and total floor area ratio in each subarea or landbay, except residential uses.
 - (iv) Total area in open space including recreational open space provided and the amount required.
 - (v) Total number of off-street parking and loading spaces provided and the number required.

4-1104 Permitted Uses.

(A) The following uses are permitted within the Inner Core subarea:

- (1) Art gallery.
- (2) Auction House, pursuant to Section 4-1111(A).
- (3) Automobile car sharing agency.
- (4) Automobile rental agency, with on site automobile storage not to exceed 10 cars.

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- (25) Health and fitness center.
- (26) Home service establishment.
- (27) Hotel/Motel, pursuant to Section 4-1111(B).
- (28) Library.
- (29) Off-street parking facility, freestanding (serving two or more lots).
- (30) Public transit facilities to include bus shelters and bicycle parking facilities.
- (31) Medical care facility, outpatient only.
- (32) Museum, cultural center, arboretum.
- (33) Offices, administrative, business, and professional.
- (34) Park, playground or plaza (public or private).
- (35) Performing arts center (10,000 sq. ft. or less).
- (36) Personal service establishment.
- (37) Post office, drop-off and pick-up only.
- (38) Private club or lodge, less than 10,000 sq. ft.
- (39) Radio and television recording studio.
- (40) Recreation establishment, indoor, pursuant to Section 4-1111(D).
- (41) Repair service establishment.
- (42) Restaurant (dine-in and carryout only).
- (43) Restaurant, dinner theatre.
- (44) Restaurant, fast-food without drive-through facilities.
- (45) Retail/Food and Beverage Sales – Ambulatory Vendors and Mobile Vending Carts, pursuant to Section 4-1111(E).
- (46) Retail sales establishment.
- (47) Sewer pumping station.
- (48) Studio space – artist, craftsperson, writer, etc.
- (49) Telecommunications antenna, pursuant to Section 5-618(A).

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- (9) Telecommunications monopole, pursuant to Section 5-618(B)(2).
 - (10) Transportation or transit facilities, limited to:
 - (a) Heliport or helistop.
 - (b) DTRE facilities.
 - (11) Urban deck.
 - (12) Utility substation, dedicated.
- (B) The following uses are permitted by Special Exception in the Outer Core subarea subject to the requirements and limitations of these regulations:
- (1) All uses permitted by Special Exception in the Inner Core subarea.
 - (2) Commuter parking facilities, structured or planned to be structured.
 - (3) Convention or exhibition facility.
 - (4) Dog Park.
 - (5) Stadiums and Arenas.
 - (6) Storage, mini-warehouse, pursuant to Section 4-1111(F).
- (C) The following uses are permitted by Special Exception in the Transit-Designed Supportive Area, unless otherwise excluded through an approved Concept Development Plan, and, if approved, may be subject to certain conditions, pursuant to the provisions of Section 6-1300:
- (1) All uses permitted by Special Exception in the Outer Core subarea, except:
 - (a) Retail/Food and Beverage Sales – Ambulatory Vendors and Mobile Vending Carts.
 - (b) Urban Deck.
 - (2) Automobile service station.
 - (3) Bank or financial institution, with drive-through facilities.
 - (4) Commuter parking facilities, structured or surface.
 - (5) Convenience retail establishment with accessory gas pumps and/or car wash.
 - (6) Pharmacy, with drive-through facilities.

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- (a) **Inner and Outer Core Subareas:** The availability of transportation alternatives will determine the maximum Floor Area Ratio of non-residential land use in three phases (a) prior to the establishment of bus services, (b) when bus services and facilities are planned, scheduled, designed, and fully funded, and (c) when rail transit services and facilities are planned, scheduled, designed, and fully funded as follows:

	Maximum FAR in <u>Inner/Outer Core Subareas</u>
Prior to Bus	.60
Bus	1.0
Rail	2.0

- (b) To concentrate intensity of land use within the Inner Core subarea, as part of the approval of the Concept Development Plan, the Board of Supervisors may approve a maximum non-residential square footage amount for the Inner Core calculated using the following Floor Area Ratios: [Note that the maximum total floor area permitted must not exceed the permitted floor area for the combined Inner and Outer Core subareas as determined by the ratios in Section 4-1107(C)(1)(a).]

	<u>Inner Core</u>
Prior to Bus	1.20 max
Bus	2.0 max
Rail	3.0 max

- (c) **Transit-Designed Supportive Subarea:** Total floor area permissible on an individual lot within the Transit-Designed Supportive Area shall not exceed .40. However the Board of Supervisors may permit an individual lot within the TDSA to achieve an FAR of 1.0 as part of approval of the Concept Development Plan, concurrent with the PD-TRC amendment, or by amendment of an existing Concept Development Plan upon recommendation of the Planning Commission at any time after the original PD-TRC amendment provided the following criteria are met:

- (i) The overall Floor Area Ratio for the TDSA subarea does not exceed .40.
- (ii) The applicant submits a plan with evidence of unified control and identifying proposed land uses, their location, and Floor Area Ratios requested for

A-35

per acre requirements, as identified in Section 4-1108, are achieved.

4-1108 Number of Dwelling Units Per Acre.

(A) Inner and Outer Core Subareas:

- (1) The availability of transportation alternatives will determine the maximum dwelling units per acre in three phases (a) prior to the establishment of bus services, (b) when bus services and facilities are planned, scheduled, designed, and fully funded, and (c) when rail transit services and facilities are planned, scheduled, designed, and fully funded as follows:

	Maximum Dwelling Units Per Acre <u>Inner/Outer Core Subareas</u>
Prior to Bus	16
Bus	32
Rail	50

- (2) The proposed dwelling units per acre shall only be permitted upon the demonstration that an adequate transportation network of Roads, Bus, and/or Rail is available to achieve the proposed densities in the applicable transportation category as specified in (A)(1) above.
- (3) The Concept Development Plan shall specify the maximum number of dwelling units for each subarea including the phasing of density based on the availability of bus and rail.

(B) **Transit Designed Supportive Subarea.** The Concept Development Plan shall specify the maximum number of dwelling units per acre for the subarea.

(C) Each development application (including Final Development Plans, site plans and subdivisions) shall include a tabulation of approved total number of dwelling units for the appropriate subarea, the proposed number of dwelling units for the application, and the remaining number of dwelling units for the subarea including density increases tied to the availability of bus and rail.

4-1109 Mix of Uses.

(A) **Inner and Outer Core Subareas.** The land use mix to be achieved within the combined Inner and Outer Core subareas shall meet the minimum as found in the table below. Such mix, and the phasing thereof, shall be identified on the Concept Development plan. Gross land area devoted to principal land uses shall be balanced in the following ratios:

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alley, that permits secondary vehicle access to land uses on the block, may be a maximum of 800 feet in length, half of which shall be used in the calculation of average block length.

- (E) All utility distribution lines located on PD-TRC designated land shall be placed underground.
- (F) The Transit-Designed Supportive Area street network should complement and support the Inner and Outer Core subarea street network by providing multiple and direct vehicular, bicycle, and pedestrian connections to the transit station.
- (G) Awnings, canopies, trellises, and similar architectural features may cantilever over the pedestrian walkway. Eaves may cantilever over the pedestrian walkway no more than 3 feet.
- (H) Pedestrian walkways shall be located on all four sides of a block.

4-1111

In addition to the requirements contained in Article 5, the following uses shall have limitations as specified below:

- (A) **Auction Houses** are subject to the following conditions: the use (1) must be located within a building that houses two or more distinct principle uses that do not share the same physical space; and (2) use shall contain no more than 10,000 square feet.
- (B) **Hotel/Motel.** Hotels/Motels are subject to the following additional conditions: (1) Individual guest rooms in the hotel/motel shall be accessed only from an interior lobby in the building and shall not be directly accessible from the exterior of the building; and (2) All stairwells, corridors and circulation components of the building shall be completely enclosed within the building envelope.
- (C) **Off-street parking facility, freestanding.** If the parking structure is not effectively shielded from the street by a building, the first floor of the parking structure shall be enclosed.
- (D) **Recreation establishment, indoor** other than those owned by the public, are subject to the following conditions: (1) facility must be located within a building that is a minimum of three stories in height, (2) the building must house two or more distinct principle uses that do not share the same physical space, and (3) the use shall contain no more than 10,000 square feet.
- (E) **Retail/Food and Beverage Sales – Ambulatory Vendors and Mobile Vending Carts.** General retail sales or provision of food and beverage services by ambulatory vendors or through the use of mobile vending carts are permitted only in the Inner and Outer Core subareas of the PD-TRC district, subject to the following conditions: (1) The number of vendors and carts shall be limited to the number shown on the approved Concept Development Plan; (2) Vendors and carts operating in public

Pedestrian and Bicycle Connections & Amenities.**(A) Pedestrian and Bicycle Connections.**

- (1) Within the PD-TRC, each development shall provide and contribute to an on-site system of pedestrian walkways and bicycle paths and lanes designed to provide direct access and connections to and between the following:
 - (a) The primary entrance or entrances to each principal building;
 - (b) Pedestrian walkways or bicycle paths and lanes on adjacent properties that extend to the boundaries shared with the district;
 - (c) Any public sidewalk system or bicycle path or lane along the perimeter streets adjacent to the district;
 - (d) Existing or planned bus or rail transit stops and commuter park and ride locations; and
 - (e) On-site amenities, as provided according to Section 4-1115 below.
- (2) In addition to the connections required in 4-1114 (A)(1) above, on-site pedestrian walkways and bicycle paths and lanes shall be provided and be designed for direct access and connections between buildings, sidewalks, existing or planned bus or rail transit stops, commuter park and ride locations, on-site amenities sidewalks or walkways on adjacent properties, public parks and civic uses and parking areas or structures.
- (3) Most Direct Route Required. All pedestrian connections shall be designed and sited to ensure the shortest, most direct route possible from point to point. Mid-block pedestrian walkways are encouraged wherever possible to assure a more direct connection between adjacent uses. Pedestrians shall be able to make each of the connections identified in Section 4-1114 (A)(2) above without walking across grass or landscaped areas.

(B) Sidewalks and Other On-Site Pedestrian Walkways.

- (1) Sidewalks shall be provided parallel to all streets.
- (2) All sidewalks and on-site pedestrian walkways shall be at least eight (8) feet wide within the Inner Core subarea and at least five (5) feet wide within the Outer Core and Transit-Designed Supportive Area subareas.

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- (6) Street-level public restrooms immediately accessible from building pass-throughs, public plazas or other public open spaces, or enclosed plazas/atriums.
- (7) Swimming pools (indoor or outdoor, including rooftop).
- (8) Athletic facilities such as lockers, showers, and changing rooms.
- (B) On-site amenities may be used to satisfy the minimum parks, civic and open space requirements of the Inner and Outer Core subareas as required in Section 4-1109(A).

4-1116 Landscaped Open Space.

- (A) The minimum landscaped open space requirement per development is as follows:

Inner Core	No Minimum
Outer Core	10%
TDSA	15%

- (B) Landscaped open space may be used to satisfy the minimum parks, civic and open space requirements of the Inner and Outer Core subareas as specified in Section 4-1109(A).

4-1117 Parking Requirements.

- (A) Generally, on-street parking shall be provided throughout the District and shall not encompass more than 70% of the block frontage. Such on-street parking may be angled and shall be inset into the block with street trees, plantings and/or street furniture incorporated between groups of parking spaces. Such on-street parking shall be designed to avoid impeding pedestrian movement among buildings and spaces in the area.
- (B) All off-street parking lots other than very short-term drop-off/delivery parking shall be landscaped and shall not interfere with the reasonable continuity of building facades and pedestrian activity. In the Inner and Outer Core subareas, no parking lot shall be located between the principal entrance of a building and the street. The Concept Development Plan shall indicate how the quantity of required parking spaces shall be met within the Inner and Outer Core subareas.
- (C) Off-street parking facilities shall have access from streets or, if no street access is available, from alleys with adequate security measures.
- (D) All above-grade parking structures shall be designed in a manner that is compatible with nearby building architecture to minimize visual impact.

4-1121

Development Setback and Access from Major Roads. The requirements of Section 5-900 shall be observed.

- (A) In the Inner Core, buildings shall be located a maximum of 10 feet from the front property line; however, if the building fronts on a plaza or courtyard open to the public, the maximum setback shall be 25 feet.
- (B) **Private Streets.** Roads, serving single family attached, townhouse, and multifamily uses only, may be constructed to private street standards set forth in the Facilities Standards Manual, provided the following conditions are met:
 - (1) All residences served by the private road shall be subject to a recorded covenant expressly requiring private maintenance of such road in perpetuity and the establishment, commencing with the initial record plat, of a reserve fund for repairs to such road.
 - (2) The record plat and protective covenants for such development shall expressly state that the County and VDOT have no and will have no responsibility for the maintenance, repair, or replacement of private roads.
 - (3) Sales brochures or other literature and documents, provided by the seller of lots served by such private roads, shall include information regarding responsibility for maintenance, repair, replacement, and covenants pertaining to such lots, including a statement that the County has no and will have no responsibility for the maintenance, repair, or replacement of private roads.

4-1122

Accessory Structures and Uses. Accessory structures and uses shall be permitted only where said uses and structures are customarily accessory and clearly incidental and subordinate to the permitted principal use and structures. Surface parking lots are permitted as an accessory use for single-family attached and multi-family dwellings.

4-1123

Signs. The requirements of Section 5-1200 shall be followed for PD-TRC development. Residential signs within the PD-TRC district shall follow the requirements of the PD-H signs as enumerated in the Sign Requirements Matrix, Section 5-1204(D).

4-1124

Ownership, Operation, and Management of Common Open Space and Common Facilities.

- (A) All common open space shall be preserved for its intended purpose as expressed in the Concept Development Plan. The developer shall choose prior to approval of the first record plat or final site plan, one (1) or a combination of the following methods of administering common open space:
 - (1) Public dedication to the County of the common open space, subject to acceptance by the Board of Supervisors.

**DULLES PARKWAY CENTER II
ZMAP 2005-0041
PROFFER STATEMENT**

July 6, 2007

Revised October 11, 2007

Pursuant to Section 15.2-2303, Code of Virginia (1950), as amended, and Section 6-1209 of the Revised 1993 Loudoun County Zoning Ordinance, as amended (the "Zoning Ordinance"), Miller & Smith at Dulles Parkway Center, LLC, the owner ("Applicant") of the property described as Loudoun County Tax Map 93 ((10)), Parcels 8, 9, 10, and 12 (MCPI # 089-26-7927, 089-27-5311, 089-17-9862, and 089-17-2256 respectively)(the "Property"), on behalf of itself and its successors in interest, hereby voluntarily proffers that the development of the Property subject to ZMAP 2005-0041 shall be in substantial conformity with the proffers as set forth below.

All proffers made herein are contingent upon approval of (i) ZMAP 2005-0041 and the rezoning of the Property to the Planned Development – Transit Related Center ("PD-TRC") zoning classification under the Zoning Ordinance, (ii) the Concept Development Plan, as defined below and included by reference in Exhibit A, and (iii) the requested Zoning Ordinance Modifications, included in Exhibit B. These proffers supersede and replace the proffers approved with ZMAP 89-38 as they pertain to the Property.

I. CONCEPT DEVELOPMENT PLAN

The development of the Property shall be in substantial conformity with Sheets 3, 4 and 7 of the Dulles Parkway Center II Zoning Map Amendment plan set dated November 2005 as revised through July 6, 2007, prepared by Bowman Consulting Group, Ltd. (the "Concept Development Plan"). Minor adjustments to the locations of the proposed uses, facilities and improvements shown on the Concept Development Plan ("CDP") shall be permitted to address grading, drainage, environmental, cultural and natural features, ordinance requirements, and other final engineering considerations.

II. DEVELOPMENT SCOPE

A. Residential Units

Development of the Property shall allow up to a maximum of 624 multi-family dwelling units, inclusive of Affordable Dwelling Units ("ADUs") and "Workforce Housing Units". With regard to the number of ADUs provided, Applicant shall provide 125% of the ADUs required by the Zoning Ordinance. In addition to the ADUs, five (5) dwelling units constructed on the Property shall be provided as "Workforce Housing Units" and shall be available for purchasers whose income does not exceed 100% of Loudoun County's Median Household Income. These units shall be administered in accordance with Chapter 1450 of the Loudoun County Codified

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Ordinances, except that the income limit for qualified purchasers shall be 100% of the Loudoun County Median Household Income.

B. Commercial Uses

The development of commercial uses (that is, any and all permitted non-residential uses) at the Property shall include up to 500,000 square feet of office development, up to 40,000 square feet of retail uses and 60,000 square feet of either retail or office development on Lot 8. Buildings within Lots 9 and 10 shall be constructed to heights of at least four stories.

C. Recreational Amenities

1. Applicant shall provide opportunities for recreation and passive activities ("Recreational Amenities") throughout the Property. Such Recreational Amenities shall be provided in informal parks, a specialty park and pedestrian plazas to be provided in accordance with this proffer II.C and in the locations as shown on Sheet 4 of the CDP.
2. Informal parks are anticipated to provide passive open space for the enjoyment of the residents and users of the Property. The parks will include natural features such as, but not limited to, reforestation (described in Proffer VI.G below) or enhanced landscaping (described in Proffer VI.E below). Applicant shall construct at least two (2) informal parks in the locations shown on Sheet 4 of the CDP. Applicant shall construct such informal parks concurrently with the delivery of development on adjacent properties. Each informal park shall include a minimum of three (3) benches and shall be a minimum of 10,000 square feet.
3. A specialty park is anticipated to provide water level access to the storm water management pond and shall provide a focal point for the development. The park shall include hard and soft landscaping. Applicant shall construct a specialty park in the location shown on Sheet 4 of the CDP. Applicant shall construct the specialty park concurrently with the construction of a commercial building east of and immediately adjacent to the specialty park. This park shall include a minimum of two (2) picnic tables and two (2) benches and shall be a minimum of 10,000 square feet.
4. Applicant shall provide at least two (2) pedestrian plazas in Lot 8 to provide a place of gathering for the residents and users of Lot 8 as shown on the CDP. Applicant shall also provide at least one (1) pedestrian plaza in Lot 9 as shown on the CDP. The required pedestrian plazas will include a minimum of four (4) benches, shall be a minimum of 5,000 square feet and shall include both landscaping and hardscaping. At least one (1) pedestrian plaza will be constructed on Lot 8 prior to the issuance of occupancy permits for 50% of the residential units on such Lot. A second pedestrian plaza will be constructed on Lot 8 prior to issuance of occupancy permits for 100% of the residential units on such Lot.
5. The exact location of the amenity areas shall be subject to final engineering considerations. All proposed buildings will have access to these amenities by way of sidewalks (five feet in width), as shown on Sheet 4 of the CDP. The Applicant shall use raised boardwalks

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over wetlands and waters of the U.S. as part of the planned trail systems, subject to the approval of the County and U.S. Army Corps of Engineers.

D. Community Facility

Applicant shall provide a community recreation facility ("Community Recreation Facility") of at least of 1,000 square feet. The facility shall be integrated within a building on Lot 8 and shall provide such exercise equipment as is typical for a community of such size and shall include a room for assembly of the residents of the multi-family buildings. The exact amenities to be provided within the Community Recreation Facility shall be determined during the Final Development Plan ("FDP") stage. The community facility shall be constructed during Phase C (as discussed in Proffer V. below), however, Applicant shall have the right to construct such Community Recreational Facility sooner than Phase C.

E. Water and Sewer

The Property will be served by public water and sewer systems. All water and sewer extensions and connections necessary for development of the Property shall be provided at no expense to the Loudoun County Sanitation Authority ("LCSA") or to Loudoun County. Such water and sanitary sewer extensions shall be constructed in accordance with LCSA standards.

III. CAPITAL FACILITIES

The Applicant shall make a one-time, capital facilities contribution to Loudoun County (the "County") in the amount of \$18,904 for each market-rate unit. The contribution shall be paid prior to or concurrently with the issuance of each residential zoning permit. The Loudoun County Board of Supervisors may allocate said contribution at its discretion.

IV. TRANSPORTATION

A. Regional Transportation Improvement Contribution

The Applicant shall make a per unit contribution of \$3,339.74 to the County to be used for regional transportation improvements within the vicinity of the Property. Such contribution shall be made prior to or concurrently with the issuance of each residential zoning permit. This figure is based on a Regional Road contribution of \$3,500 per residential unit minus a credit of \$100,000 already contributed by the Applicant (associated with Proffer 27 of ZMAP 1989-0038 and Condition 10 of SPEX 2005-0038) for the design and installation of a signal system at the intersection of Loudoun County Parkway and Centergate Drive.

B. Transit Operational Costs Contribution

1. In order to facilitate the initiation of bus services to and from the Property, the Applicant shall contribute \$300 per residential unit and \$0.25 per non-residential square foot to the County to be used for the operation of transit buses to the Property and within the immediate vicinity of the Property. This contribution shall be made on a per-unit/ per square foot basis prior to or concurrent with the issuance of each zoning permit.

2. If, within three (3) years of the commencement of bus service at the Property, Applicant has not contributed the funds that would be due and owing under this Proffer IV.B. at full build-out of the Property, Applicant shall provide the balance of such payments on an annual basis over three (3) years according to the following formula:

- The full amount of Transit Operational Costs that would be paid to the County at the time of full build-out of the Property (according to the \$300 per residential unit and \$0.25 per non-residential square foot contributions outlined above) minus
- The amount of Transit Operational Costs that have been paid to the County to date divided by
- Three (3) years.

C. Signalization

The Applicant shall prepare and submit a traffic signal warrant study for the Loudoun County Parkway and Centergate Drive intersection prior to or concurrently with the issuance of the first residential zoning permit or first commercial zoning permit on the Property, whichever is first in time. The Applicant shall design and install the signal when authorized to do so by VDOT. If warrants for the signal have not been met prior to the issuance of the 350th residential zoning permit for the Property, the Applicant shall contribute \$100,000 to the County prior to the issuance of the 350th residential zoning permit for the Property.

D. Transportation Demand Management (TDM) Program

1. Prior to the issuance of a zoning permit for non-residential space in excess of 545,000 square feet on the Property or on the date which is ten (10) years after the approval of this application, whichever occurs first, the Applicant shall submit to the Office of Transportation Services ("OTS") for review and approval for implementation by the Applicant or the Property Owners Association (discussed in Proffer VII. below) of a Transportation Demand Management ("TDM") Program consisting of voluntary management measures, the goal of which is to reduce by fifteen percent (15%) the volume of peak hour vehicle trips from those set forth in the Institute of Transportation Engineers Trip Generation (6th Edition).

2. The TDM Program shall include provisions for a combination of one, some or all of the following elements which shall be appropriate to the size, scale and location of the proposed uses and which are intended to produce a reduction in the traffic and related impacts of the uses:

a. Transit Incentive Program: Ride-sharing and transit incentive program, which may include activities to encourage and assist the formation of car, van and bus pools, such as cash payments or subsidies, preferential parking charges or parking space location, and other analogous incentive programs.

b. Bike and Pedestrian Incentives: Bicycle and pedestrian incentive measures, will include provisions for bicycle parking and storage (racks) facilities, and may

include provisions for shower and locker facilities and similar incentive features in the non-residential/ commercial office buildings.

c. **Flex-time:** Variable work hours, or flex-time programs under which employees may stagger their work hours in order to affect a reduction in the amount of peak period traffic levels to and/or from the Property which would otherwise not occur.

d. **Miscellaneous TDM Measures:** Measures to reduce the reliance on single-occupancy vehicles by employees and others who will travel to and from the Property which may include parking fee structures tailored to encourage multiple occupancy vehicles, time and other access controls to encourage use of parking spaces in on-site parking facilities by multiple occupancy vehicles, and a program to support and encourage the utilization of alternative transportation modes.

e. Following County comment on the TDM Program, the Applicant shall implement the approved provisions of the TDM Program immediately thereafter.

E. Bike Facilities

The Applicant shall provide five (5) 10-space bicycle racks throughout the Property (final locations to be determined at FDP stage).

F. Crosswalks

Subject to approval by VDOT, the Applicant shall provide at least three (3) crosswalks across Centergate Drive (final locations to be determined at FDP stage).

G. Centergate Drive Improvements

Applicant shall provide such turn lanes and commercial entrances along Centergate Drive, as required by VDOT.

H. Bus Shelters

Prior to the initiation of a bus system serving the Property, Applicant shall construct at least one bus shelter along Centergate Drive. Such shelter shall be designed and constructed in accordance with the Design Guidelines dated July 16, 2007 and prepared by Miller and Smith, included herewith as Exhibit C, and shall be maintained by the Property Owners Association, described in Proffer VII, below.

V. PHASING

The commercial and residential uses within the Property shall be developed in three (3) phases: two (2) phases prior to the Property being serviced by bus and one (1) phase once bus service is operational and serving the Property.

A. Prior to Bus Service

1. Phase A: The total number of zoning permits for residential units to be issued during Phase A shall not exceed 130 units. In addition to any other improvements to be completed pursuant to these Proffers, prior to the commencement of Phase B, Applicant shall have received zoning permits for at least 75,000 square feet of non-residential development.

2. Phase B: The total number of zoning permits for residential units to be issued during Phase A and Phase B shall not cumulatively exceed 300 units. In addition to any other improvements to be completed pursuant to these Proffers, prior to the commencement of Phase C, Applicant shall have received zoning permits for at least 475,000 square feet of non-residential development, at least 20,000 square feet of which is for retail or supportive service uses adjacent to either Centergate Drive or the storm water management pond on Lot 8 and Lot 9.

B. After Commencement of Bus Service

Phase C: Phase C shall not commence until the Property is served by bus service. Phase C shall be any development above 475,000 square feet of non-residential uses or above 300 residential units. Applicant shall be entitled to receive all remaining residential zoning permits, up to 624, during Phase C. During Phase C, Applicant shall be further entitled to receive zoning permits for all remaining non-residential development.

VI. ENVIRONMENT

A. Wetlands and Streams

For any wetland and stream impacts on the Property determined to be unavoidable in conjunction with the permitting process, Applicant shall provide wetland mitigation in the following priority order: 1) onsite, 2) within the same planning policy area, and 3) within Loudoun County, subject to approval of the Army Corps of Engineers and the Virginia Department of Environmental Quality. If no such areas are available within the County as verified by County Staff, Applicant shall be permitted to provide wetland mitigation outside of Loudoun County.

B. Tree Conservation and Tree Protection

1. The Applicant shall establish tree conservation areas in the locations shown on the CDP as the "Tree Conservation Area." Clearing in these areas shall be permitted only for the construction of utility crossings, wetland mitigation, storm water management facilities, best management practices and trail crossings and any such clearing shall be limited to the minimum area required for said construction. Any necessary clearing in these areas shall be limited to the minimum area required for said construction.

2. A minimum of eighty (80) percent of the canopy within the cumulative Tree Conservation Area depicted on the CDP will be preserved, exclusive of stands of Virginia Pine over 25 years in age. In the event that the eighty (80) percent canopy threshold cannot be

achieved within the designated Tree Conservation Areas, such lost canopy will be recaptured elsewhere onsite in locations to be designated at the discretion of the Owner in consultation with the County. Boundaries of all Tree Conservation Areas shall be delineated on the record plat recorded for each section of the development. Construction plans shall clearly define the limits of the Tree Conservation Area and all such areas shall be clearly marked in the field. Tree protection fencing shall be placed outside the drip lines along the Tree Conservation Area prior to commencing land-disturbing activities. The Applicant reserves the right to remove, in consultation with the County, any dead, damaged, dying or diseased trees and vegetation, and any tree or vegetation that interferes with the construction, proper functioning and/or use of any utility or drainage easement, or creates a danger to property or persons.

3. If, during construction on the Property, it is determined by the Owner's certified arborist and/or the County Urban Forester that any healthy tree located within the boundaries of any of the Tree Conservation Areas described in this Proffer has been damaged during construction and will not survive, then the Owner shall remove each such tree and replace each such tree with two (2) 2½ - 3 inch caliper native, non-invasive deciduous trees. The species and placement of replacement trees shall be proximate to the area of each such damaged tree so removed, or in another area determined in consultation between the Applicant and the County Urban Forester.

4. The Property Owners Association (discussed in Proffer VII. below) documents shall include a provision that prohibits removal of trees in Tree Conservation Areas as shown on the record plat after construction has been completed by the Applicant without specific permission of the County Urban Forester, except as necessary to accommodate Forest Management Techniques, performed by or recommended by a professional forester or certified arborist, that are necessary to protect or enhance the viability of the canopy. Such Management Techniques may include, without limitation, pruning and the removal of vines, invasive species, trees uprooted or damaged by extreme weather conditions, and trees or limbs that are diseased, insect-infested, dead, or are considered a hazard to life or property. The Property Owners Association documents shall clearly state that such provisions prohibiting tree removal shall not be amended by the Owner or the Property Owners Association without written approval from the County. The record plat for each portion of the Property containing a Tree Conservation Area shall contain a note stating that the removal of trees within a Tree Conservation Area is prohibited except in accordance with the Declaration of Covenants.

C. Noise Impact Study

1. The Applicant will provide a noise impact study to the County that will determine whether there is any need for additional buffering and noise attenuation measures between the Dulles Greenway and all proposed uses, as described in the Revised Countywide Transportation Plan. The noise impact study shall be based upon traffic volumes for these roadways at a time 10 years from the date of issuance of first zoning permit based upon the most recent, applicable forecast available from the Office of Transportation Services, the ultimate road configuration as defined in the Revised Countywide Transportation Plan and the ultimate design speed.

2. The noise impact study will be conducted by a certified professional engineer and submitted to the County concurrently with the first site plan or construction plan, whichever is

first in time. Noise impacts will be deemed to occur when noise levels approach (that is, 1 decibel less than), meet or exceed the Noise Abatement Criteria identified in the Revised Countywide Transportation Plan.

3. For all impacted uses, noise attenuation measures shall be provided along the specified roadway sufficient to mitigate the anticipated noise impacts prior to the issuance of occupancy permits for any impacted structures. Applicant shall endeavor to mitigate noise impacts by employing noise attenuation measures other than freestanding, concrete "sound barriers." Noise attenuation measures shall result in noise levels at least 2 decibels less than impact levels established by the Noise Abatement Criteria

D. Lighting

Lighting shall be designed and constructed with cut-off and fully shielded lighting fixtures so that the light will be directed inward and downward toward the interior of the Property.

E. Landscaping Plans

1. Concurrent with the submission of the first site plan application for the Property, Applicant shall submit a landscaping plan for an area averaging 15 feet from the storm water management pond for review and approval by the County. Such plan will outline Applicant's approach for landscaping around the storm water management pond in areas that are not otherwise occupied by plazas or areas of congregation for users and residents. The approved landscaping plan will be implemented concurrent with the first site plan adjacent to the storm water management pond.

2. Applicant shall provide a buffer along the southern boundary of Lot 12 (that is, the property line adjacent Lot 13) of at least three (3) canopy trees per 100 lineal feet. Applicant shall be entitled to cluster the canopy trees, so long as the ratio set forth above is met or exceeded.

F. Storm Water Management Pond on Lots 8 and 9

Applicant shall enhance the existing storm water management pond located on Lots 8 and 9 by incorporating mechanical pre-treatment device(s) or forebays at the new storm sewer outfalls. A Best Management Practices facility shall be provided to ensure treatment for such runoff not otherwise addressed by the existing storm water management pond on Lots 8 and 9.

G. Reforestation

Concurrent with the submission of the first site plan application for the Property, Applicant shall submit a reforestation plan to the County prepared by a professional forester or ISA (International Society of Arborists) Certified Arborist. The reforestation plan shall use 1-inch minimum caliper, native, deciduous trees. The reforestation plan shall be submitted for review and approval by the County for the 25-foot buffer associated with the minor floodplain to

the south of Centergate Drive on lot 12. The approved reforestation plan will be implemented concurrent with construction of the first site plan issued for Lot 8.

H. Geographic Information System Information

The Applicant will provide any digital data it has in its possession to the County for the Property's approved wetland delineation concurrently with the approval of the first site plan.

VII. PROPERTY OWNERS ASSOCIATION

A. All owners of the Property shall be members of Dulles Parkway Center Inc. property owners association (the "Association"). The Association shall be responsible for the implementation of the Dulles Parkway Center Design Guidelines as amended from time to time and included by reference at Exhibit C (dated July 16, 2007).

B. The Association shall provide landscaping and lawn maintenance for all common areas, shall be responsible for snow removal on all private streets and trash removal from the Property. The HOA shall be responsible for the maintenance of all common recreational facilities and buildings, all storm water management facilities, all private streets, and all sidewalks and trails not otherwise maintained by Loudoun County (the "County") or the Virginia Department of Transportation ("VDOT").

C. If the Association's organizational documents need to be amended in any way to implement these Proffers, Applicant shall ensure that such documents are amended prior to occupancy of the first residential unit. Such documents shall be submitted to the County for review and approval prior to the approval of the first record plat or site plan on the Property, whichever is the first in time.

VIII. EMERGENCY SERVICES

A. Prior to the issuance of each residential zoning permit, a one-time contribution of \$120.00 per unit for each residential unit shall be paid to the County for distribution by the County to the primary volunteer fire and rescue companies providing service to the Property.

B. Prior to the issuance of each commercial zoning permit for buildings on the Property, a one-time contribution of \$0.10 per gross square foot of non-residential floor area shall be paid to the County for distribution by the County to the primary volunteer fire and rescue companies providing service to the Property.

C. Said contributions shall escalate on a yearly basis from the base year of 1988 and change effective each January 1 thereafter, based on the Consumer Price Index as published by the Bureau of Labor Statistics, U.S. Department of Labor, for the Washington-Baltimore, MD-VA-DC-WV Consolidated Metropolitan Statistical Area (the "CPI").

D. Contributions pursuant to this paragraph shall be divided equally between the primary servicing fire and rescue companies providing service to the Property. Notwithstanding

the foregoing, at such time as the primary fire and/or rescue services to the Property are no longer provided by incorporated volunteer companies, the obligation to make the contributions listed within this paragraph shall cease. The intent of these provisions is to support a volunteer fire and rescue system so long as a volunteer system is the primary provider of fire and rescue services to the Property. If only one of these services ceases to be provided by a volunteer company, then the contribution shall be halved and shall continue to be provided to the remaining volunteer company.

IX. OPEN SPACE PRESERVATION

The Applicant shall contribute \$376 per dwelling unit prior to or concurrently with the issuance of each residential zoning permit, to Loudoun County for the purchase of Open Space Easements.

X. PARKING

Any areas reflected on the CDP for development (including, but not limited to private roads, buildings, parking, structured parking or other future development) may be used, on an interim and phased basis, for surface parking unless and until the future phases are developed (in which case, the surface parking will be replaced with the designated use).

XI. VOLUNTARY DELAY OF RESIDENTIAL DEVELOPMENT WITHIN THE INNER CORE

In order to reserve a significant portion of the Property for consideration of achieving additional density pursuant to a separate and future legislative application, Applicant shall not receive any zoning permits for residential uses located within the Inner Core (as identified on Sheet 3 of the CDP) within two (2) years of approval of this application.

XII. COMPLIANCE WITH FEDERAL IMMIGRATION REFORM AND CONTROL ACT

Applicant shall require contractor and subcontractor compliance with the provisions of the Federal Immigration Reform and Control Act (the "Act"), including but not limited to the provisions of the Act prohibiting the hiring and continued employment of unauthorized aliens, requiring the verification and record keeping with respect to identity and eligibility for employment and prohibiting discrimination on the basis of national origin, United States citizenship or intending citizen status. Upon written request of the County, Applicant shall provide necessary contracts, documentation or other appropriate material confirming that Applicant and its contractors comply with the requirements of this provision. Applicant shall not be required to provide any proprietary information not necessary to demonstrate compliance with this proffer.


XIII. ESCALATOR

Unless otherwise specified, all cash contributions enumerated in these proffers shall be subject to an annual escalator based on the CPI with a base year of 2007. This escalator shall take effect on January 1 of 2008 and change effective each January 1 thereafter.

The undersigned hereby warrants that the only owner with a legal interest in the Property has signed this Proffer Statement, that they, have full authority to bind the Property to these conditions, and that the Proffers are entered into voluntarily.

Applicant

**MILLER AND SMITH AT DULLES PARKWAY
CENTER, LLC, a Virginia limited liability
company**

By:  (SEAL)

Name: Charles F. Stuart, Jr.

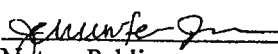
Title: Manager

STATE OF VIRGINIA)

) to-wit:

COUNTY/CITY OF FAIRFAX)

The foregoing Proffer Statement was acknowledged before me this 16th day of November, 2007, by Charles F. Stuart, Jr. as Manager of Miller and Smith at Dulles Parkway Center, LLC.


Notary Public

My Commission Expires: 8/31/2010 #7011682



A-52

EXHIBIT A

**DULLES PARKWAY CENTER II
ZMAP 2005-0041
CONCEPT DEVELOPMENT PLAN**

EXHIBIT B

ZONING ORDINANCE MODIFICATIONS

PD-TRC LOCATION, SIZE AND COMPONENT MODIFICATION

Zoning Ordinance Requirements to be Modified

"Section 4-1102(A) Location & (C) District Subareas. The Transit Related District shall be divided into three (3) parts or subareas. The boundaries of the subareas will vary to correspond with physical and natural boundaries that limit compact development, pedestrian and bicycle connections and movement, and access to the transit station..."

Proposed Modification. The Applicant requests that the zoning ordinance is modified to allow the proposed PD-TRC district to be developed with only an Inner and an Outer Core.

PD-TRC MIX OF USES MODIFICATION

Zoning Ordinance Requirements to be Modified

"Section 4-1109(A) Inner and Outer Core Subareas. The land use mix to be achieved within the combined Inner and Outer Core subareas shall meet the minimum as found in the table below.

...

<u>Land-Use Category</u>	<u>Minimum</u>
Commercial and Retail Services	10%
...	

Proposed Modification. The Applicant requests that the required 10% minimum is eliminated.

PD-TRC MIX OF USES MODIFICATION

Zoning Ordinance Requirements to be Modified

"Section 4-1109(C) In order to exceed the minimum percentage in any one category, the minimum percentage in all three categories must be achieved as evidenced by an approved Final Development Plan.

Proposed Modification. The Applicant requests that the zoning ordinance is modified to eliminate this requirement.

LAND USE ARRANGEMENT AND USE LIMITATIONS MODIFICATION

Zoning Ordinance Requirements to be Modified

"Section 4-1110(C) The Transit Related Center shall be arranged in a generally rectilinear pattern of interconnecting streets and blocks while maintaining respect for the natural landscape and floodplain.

Proposed Modification. The Applicant requests that the zoning ordinance is modified to eliminate this requirement.

LAND USE ARRANGEMENT AND USE LIMITATIONS MODIFICATION

Zoning Ordinance Requirements to be Modified

"Section 4-1110. Land Use Arrangement and Use Limitation. (D) Average block length (measured at the right-of-way) within the total development area that is the subject of a Final Development Plan shall not exceed 400 feet."

Proposed Modification: The Applicant seeks to increase the 400 foot average block minimum development to 800 feet.

BUILDING PLACEMENT AND USES MODIFICATION

Zoning Ordinance Requirements to be Modified

"Section 4-1113. Pedestrian-Oriented Building Placement & Uses. (A) (1) Within the Inner Core subarea, a minimum of 70% of any lot width, and within the Outer Core subarea a minimum of 50% of any lot width that is adjacent to a public right-of-way or a plaza, shall be occupied by a building wall built to the setback line."

Proposed Modification: The Applicant requests that the minimum requirement on Lot 8 that 70% of any lot width adjacent to a public right of way must be occupied by a building wall built to the setback line within the Inner Core be eliminated. Applicant also requests that the minimum requirement on Lot 8 that 50% of any lot width adjacent to a public right of way must be occupied by a building wall built to the setback line within the Outer Core subarea be eliminated.

BUILDING PLACEMENT AND USES MODIFICATION

Zoning Ordinance Requirements to be Modified

"Section 4-1113. Pedestrian-Oriented Building Placement & Uses. (B) Within the Inner core subarea, at least 70% of the first floor building frontage, and within the Outer Core subarea at least 30% of the first floor building frontage, as required in subsection 4-1113 (A)(1) above, shall contain pedestrian-oriented development, preferably commercial retail and service uses, on the first floor. In multi-family buildings, these percentages may be accomplished with residential

accessory uses, lobbies, mailboxes, meeting rooms, and indoor recreation uses. This section shall not apply to single-family dwellings."

Proposed Modification: The Applicant requests that the requirement for 30% of pedestrian-oriented development on the first floor building frontage within the Outer Core subarea be eliminated for multi-family walk-up units on Lot 12.

BUILDINGS SETBACKS AND ACCESS FROM MAJOR ROAD

Zoning Ordinance Requirements to be Modified

"Section 4-1121. (C) Private Streets. Roads, serving single family attached, townhouse, and multifamily uses only, may be constructed to private street standards set forth in the Facilities Standards Manual."

Proposed Modification: The Applicant seeks to modify the zoning ordinance to allow commercial uses to be accessed by private streets.

SETBACKS FROM SPECIFIC ROADS MODIFICATION

Zoning Ordinance Requirements to be Modified

"Section 5-900. (A) Building Setbacks From Roads. (2) Dulles Toll Road Extension. 150 Feet. (C) Parking Lot Setbacks From Roads. 100 feet, landscaped in accordance with the requirements of Section 5-1414(B)(3)."

Proposed Modification: The Applicant seeks to reduce the parking and building setbacks to conform with the building and parking setbacks provided in accordance with ZMAP 89-0038.

PD-TRC BUFFER YARD AND SCREENING MODIFICATION

Zoning Ordinance Requirements to be Modified

"Section 5-1414B(3) Buffer Yard Type 3. Berm Required Adjacent to an Arterial Road. An earthen berm with a minimum height of four feet with a slope not to exceed 3:1 planted with turf or ground cover material."

Proposed Modification

The Applicant requests that zoning ordinance is modified to remove the requirement for a berm in areas for the storm outfall under the Dulles Greenway and into the existing storm water management pond. Applicant also seeks to remove the requirement for a berm where its provision would result in the removal of existing vegetation (as identified on the revised CDP within Tree Conservation Areas).

EXHIBIT C

DULLES PARKWAY CENTER DESIGN GUIDELINES

Dated July 16, 2007

310292 v16/RE

ZONING ORDINANCE MODIFICATIONS

PD-TRC Location, Size and Component Modification

Zoning Ordinance Requirements Modified

"Section 4-1102(A) Location and (C) District Subareas. The Transit Related District shall be divided into three (3) parts or subareas. The boundaries of the subareas will vary to correspond with physical and natural boundaries that limit compact development, pedestrian, and bicycle connections and movement, and access to the transit station..."

Approved Modification.

The modification was approved allowing the PD-TRC district to be developed with only an Inner and Outer Core.

PD-TRC Mix of Uses Modification

Zoning Ordinance Requirements Modified

"Section 4-1109(A) Inner Core and Outer Core Subareas. The land use mix to be achieved within the combined Inner and Outer Core subareas shall meet the minimum as found in the table below..."

<u>Land Use Category</u>	<u>Minimum</u>
Commercial & Retail Services	10%
...	"

Approved Modification

The modification was approved to eliminate the 10% minimum requirement.

PD-TRC Mix of Uses Modification

Zoning Ordinance Requirements Modified

"Section 4-1109(C) In order to exceed the minimum percentage in any one category, the minimum percentage in all three categories must be achieved as evidenced by an approved Final Development Plan."

Approved Modification

The modification was approved to eliminate this requirement.

Land Use Arrangement and Use Limitations Modification

Zoning Ordinance Requirements Modified

"Section 4-1110(C) The Transit Related Center shall be arranged in a generally rectilinear pattern of interconnecting streets and blocks while maintaining respect for the natural landscape and floodplain."

Approved Modification

The modification was approved to eliminate the requirement of the Transit Related Center to be arranged in a generally rectilinear pattern of interconnecting streets and blocks.

Land Use Arrangement and Use Limitations Modification

Zoning Ordinance Requirements Modified

"Section 4-1110(D). Land Use Arrangement and Use Limitation. Average block length (measured at the right-of-way) within the total development area that is the subject of a Final Development Plan shall not exceed 400 feet."

Approved Modification

The modification was approved to allow blocks to exceed the maximum distance of 400', not to exceed 800'. Due to the physical features of Centergate Drive, existing Stormwater Management Pond, and natural floodplain area, the maximum distance may not be achieved.

Building Placement and Uses Modification

Zoning Ordinance Requirements Modified

"Section 4-1113(A)(1). Pedestrian-Oriented Building and Placement & Uses Within the Inner Core subarea, a minimum of 70% of any lot width, and within the Outer Core subarea, a minimum of 50% of any lot width that is adjacent to a public right-of-way or a plaza, shall be occupied by a building wall built to the setback line."

Approved Modification

A modification to 4-1113(A)(1) has been approved **only** for Lot 8, whereby 70% of any lot width adjacent to a public right-of-way must be occupied by a building wall built to the setback line within the Inner core be eliminated. Additionally, on Lot 8, the requirement for 50% of any lot width adjacent to a public right-of-way must be occupied by a building wall built to the setback line within the Outer Core subarea is eliminated.

Building Placement and Uses Modification

Zoning Ordinance Requirements Modified

"Section 4-1113(B) Pedestrian-Oriented Building Placement & Uses. Within the Inner core subarea, at least 70% of the first floor building frontage, and within the Outer core subarea at least 30% of the first floor building frontage, as required in subsection 4-1113(A)(1), shall contain pedestrian-oriented development, preferably commercial retail and service uses, on the first floor. In multi-family buildings, these percentages may be accomplished with residential accessory uses, lobbies, mailboxes, meeting rooms, and indoor recreation uses. This section shall not apply to single-family dwellings."

Approved Modification

The modification was approved for Section 4-1113(B) to eliminate the outer core 30% maximum first floor pedestrian-oriented development for the multi-family (2 over 2) units on Lot 12.

Buildings Setbacks and Access from Major Road

Zoning Ordinance Requirements Modified

"Section 4-1121(C) Private Streets, serving single family attached, townhouse, and multi-family uses only, may be constructed to private street standards set forth in the Facilities Standards Manual."

Approved Modification

The modification was approved to allow commercial uses to be accessed by private streets.

Setbacks from Specific Roads Modification

Zoning Ordinance Requirements Modified

"Section 5-900 (A) Building Setbacks from Roads. (2) Dulles Toll Road Extension. 150 Feet. (C) Parking Lot Setbacks from Roads. 100 Feet, landscaped in accordance with the requirements of Section 5-1414(B)(3)."

Approved Modification

The modification of Section 5-900(A)(2) and (C) was approved to maintain 125' Building setback and 50' parking setback (for both surface and structure parking) along the existing Dulles Greenway (Route 267) in accordance with the previously approved Rezoning, ZMAP-1989-0038.

PD-TRC Buffer Yard and Screening Modification

Zoning Ordinance Requirements Modified

"Section 4-1414(B)(3) Buffer Yard Type 3. Berm required adjacent to an Arterial Road. An earthen berm with a minimum height of four feet with a slope not to exceed 3:1 planted with turf or ground material."

Approved Modification

The modification was approved to remove the requirement for a berm in areas for the storm water outfall under the Dulles Greenway and into the existing storm water management pond. The modification also removes the requirement for a berm where its provision would result in the removal of existing vegetation (as identified on the CDP within Tree Conservation Areas).

Bowman CONSULTING

October 24, 2008

Mr. Evan Harlow
Project Planner
Loudoun County, Virginia
Department of Building and Development
1 Harrison Street, SE
Leesburg, VA 20177

DEC 18 2009

**RE: Dulles Parkway Center II, Lot 12:
Modification request of Zoning Ordinance Section 4-1119 Street Trees
BCG Project #: 1221-01-021**

Dear Mr. Harlow,

We respectfully submit the following request of a design option per ZO Section 4-1119 for assistance in your review. This text is accompanied with the original "Exhibit A: Alternate Street Tree Locations" plan for view of the shifted plant materials.

In response to your original comment, and similar concern from Zoning, we offer comment #34 for context:

Section 4-1119 of the Revised 1993 Loudoun County Zoning Ordinance states, "Street Trees. Trees shall be planted at a density of no less than one tree per twenty-five (25) linear feet along all areas dedicated for use for vehicular access....." The Landscape Plan on Sheet 7 does not appear to provide the necessary amount of street trees required along Centergate Drive and the internal alleyways.

In your narrative letter dated August 1, 2008, you state, "due to sight distance issues around the curvature of Lot 12 and storm outfall needs (per PD-TRC Buffer Yard and Screening Modification), a tree-lined streetscape is not possible." While Section 4-1118(B) provides relief from Buffer and Screening requirements within the PD-TRC district for projects developed in accordance with a Concept Development Plan, it does not relieve the project from meeting the requirements of Section 4-1119.

Section 4-1119 does empower the Planning Commission to allow substitute-planting locations. If the Applicant contends that trees cannot be planted along Centergate Drive due to sight distance issues and storm outfall needs, please provide substitute locations within the Landscape Plan on Sheet 7 to be evaluated by the Planning Commission. Please note that the tree density requirements along Centergate Drive must be met within the substitute tree locations. Please also provide street trees along all alleyways serving the 2 over 2 multi-family units. (RZO 4-1119)

Response: *Street trees will be shown accordingly along the sticks of 4 and 5 along the eastern frontage to Centergate and along alleys and internal private streets where possible. Where this is not feasible (given sight distance issues and Centergate Drive utilities), alternative planting areas internal to the site are proposed (see Exhibit A for alternate locations).*

ATTACHMENT 7

Phc

ng.com

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Per the Revised 1993 Loudoun County Zoning Ordinance, as amended through December 3, 2007, Section 4-1119 fully states:

Street Trees: Trees shall be planted at a density of no less than one tree per twenty-five (25) linear feet along all areas dedicated for use for vehicular access. Such trees shall have a minimum caliper of 1 (one) inch and a height at maturity of 15 (fifteen) feet or more. If in the opinion of the Planning Commission at time of review of the Final Development Plan, upon the advice of the County Urban Forester/ Arborist, that street trees will not survive in a given location, substitute plantings or substitute locations may be provided.

Per your request of elaboration to our request of allowing plantings in alternate, internal locations to the site, as allowed for in Section 4-1119 we offer the following:

In re-evaluation of the streetscape constraints, we found that there were pockets of acceptable areas that would allow for at least smaller street trees along just over approximately half of the street frontage to Centergate Drive. This included the entire front of the eastern portion of the site in front of 2/2 sticks of 4 and 5. There was also a pocket at the primary entrance at Concord Station Terrace. Along with the eastern pocket, this allowed for plantings at both the primary and secondary entrances for tree-lined entrances. Finally, to tie into the naturalized informal park, we focused a grouping of trees along the street to buffer the street and create more of a private park area.

For those areas in which street trees cannot be planted due to the lack of a likelihood of survivability it is partially due to utility easement locations and SWM/ BMP culvert construction, however, it is primarily due to site distance constraints. Due to the curvature of the street to connect to adjacent Moorefield Station, as approved by ZMAP 2005-0041, the sight distance lines became the defining edge of the housing and that, in turn, eliminated the possibility of street tree plantings along the central and west-central sections of the street frontage. This is due to the requirement of not allowing trees in sight distance easements by VDOT and thus would therefore require their removal from those areas, hence creating an area in which street trees will not survive.

As a result, there are 11 of a total of 41 trees that merited moving to alternate locations onsite. All 11 were situated in locations where they would either enhance buffering to other sites or were in relative proximity to Centergate Drive to still influence the streetscape visually.

If there are any further concerns or questions, please do not hesitate to contact me at coldham@bowmanncg.com to review alternate planting ideas further.

Respectfully,
Christopher T. Oldham, CA, CLA

CC: Steve Aylor, Miller & Smith
Mark Baker, Bowman Consulting Group

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From: Dana Malone
To: Harlow, Evan
CC: Stein, Theresa
Date: 10/29/2008 9:22 AM
Subject: Fwd: RE: Dulles Parkway Center II, Lot 12

Evan,

I've reviewed the revised alternate tree location and offer the following comments:

1. Identify the scale used on the plans set sheet.
2. I am satisfied with the arrangement and revised alternate tree location shown contingent upon verification on appropriate plan set sheets of VDOT's sight distance easements.

Dana

>>> Evan Harlow 10/28/2008 3:29 PM >>>
Dana,

Please see attached revised alternate tree location. I'll be out of the office starting tomorrow through Monday. Please send your response by email and I will forward onto the representative. Thank you.

Evan

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